FILED PURSUANT TO SECTION 14A OF THE
SECURITIES EXCHANGE ACT OF 1934

PROXY STATEMENT

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e) (2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to Section 240.14a-11 (c) or Section 240.14a-12

TESLA, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☒ No fee required.
☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid: $
On August 21, 2020, Tesla, Inc. issued the following press release and published the below pages on its website at www.tesla.com/2020shareholdermeeting and www.tesla.com/2020-meeting-terms:
TESLA ANNOUNCES UPDATES TO 2020 ANNUAL MEETING OF STOCKHOLDERS AND BATTERY DAY EVENT

PALO ALTO, Calif., August 21, 2020 – Tesla, Inc. today announced updates to the time, format and location of its 2020 Annual Meeting of Stockholders (the “2020 Annual Meeting”). Tesla also announced information regarding its separate Battery Day event.

Although Tesla believes that the best stockholder experience is a fully in-person annual meeting open to all stockholders, continuing public health and travel-related requirements and advisories have necessitated a unique format for the 2020 Annual Meeting. The following updates supersede anything to the contrary described in Tesla’s updated definitive proxy statement filed with the U.S. Securities and Exchange Commission on August 13, 2020.

Date and Time of Events

The 2020 Annual Meeting will be held on Tuesday, September 22, 2020, at 1:30 p.m. Pacific Time.

Tesla’s separate Battery Day event will follow immediately after the conclusion of the 2020 Annual Meeting.

Virtual Meeting and Live Video Webcasts

Live video webcasts of the 2020 Annual Meeting and Tesla’s Battery Day event will be accessible to the general public at www.tesla.com/2020shareholdermeeting.

To accommodate ongoing public health requirements and travel considerations, Tesla is also providing any stockholder as of July 31, 2020 the means to join the 2020 Annual Meeting virtually at www.meetingcenter.io/234436330. The virtual meeting will feature the same live video webcasts accessible to the general public, plus the option to submit votes and written comments on meeting agenda items. In order to join the virtual meeting, you will need the password, which is tsla2020, and a 15-digit secure “control number” unique to you, which you may obtain as follows:

• If you are a “stockholder of record” with shares registered directly in your name with our transfer agent, Computershare Trust Company (a minority of Tesla stockholders), you can find the control number on the Notice of Internet Availability or paper proxy card that was sent to you (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020).

• If you are a “beneficial owner” and hold shares through a broker, bank or other organization (the vast majority of Tesla stockholders), you will have to register in advance to obtain a control number. Please ask your broker, bank or organization for a “legal proxy” for the 2020 Annual Meeting and submit a copy of it from your e-mail address with “Legal Proxy” in the subject line to legalproxy@computershare.com. If your request is received no later than 2:00 p.m. Pacific Time on September 17, 2020, you will receive a confirmation e-mail with your control number.

Limited In-Person Events

In addition, Tesla expects to accommodate a very limited number of stockholders in-person at the 2020 Annual Meeting and the Battery Day event due to mandated restrictions on the size of in-person gatherings. Both events will be held at:

Tesla, Inc.
901 Page Ave.
Fremont, CA 94538
We are excited to be able to host attendees in strict accordance with a format that provides robust health control measures. We will also employ additional safety measures and screening protocols to protect our attendees and personnel.

To maximize fairness, Tesla will conduct a random drawing to determine stockholders’ eligibility to attend both events in person. If you were a stockholder on July 31, 2020, you may apply for this drawing at www.tesla.com/2020shareholdermeeting. The drawing will be held strictly in accordance with the rules and terms described at such website, and we will be unable to make any exceptions.

Please note that due to mandated restrictions on the size of in-person gatherings, the total number of people that Tesla may have onsite at the events is very limited. Tesla will not be able to admit anyone to the events except stockholders who have been selected through the drawing and certain Tesla personnel and their guests.

However, Tesla will continue to monitor public health and travel safety protocols required or recommended by federal, state and local governments. Tesla may be required to or choose to further change the date, time, location and/or format of the 2020 Annual Meeting, in which case Tesla will publicly announce any further changes in advance.

Other Information

All stockholders are encouraged to vote and submit their proxies in advance of the 2020 Annual Meeting by one of the methods described in the proxy materials. Proxy cards, voting instruction forms and Notices of Internet Availability for the 2020 Annual Meeting scheduled for September 22, 2020 that were previously distributed will not be updated to reflect the change in meeting time, location or format, and may continue to be used to vote shares in connection with the 2020 Annual Meeting.

Investor Relations Contact:
in@tesla.com
Tesla's 2020 Annual Meeting of Stockholders will be held on Tuesday, September 22, 2020, at 1:30 PM Pacific Time. Immediately following the conclusion of the 2020 Annual Meeting, we will hold our separate Battery Day event. Live video webcasts of both events will be accessible to the general public below.
Livestream

Virtual Meeting

To accommodate ongoing public health requirements and travel considerations, we are also providing any stockholder as of July 31, 2020 the means to join the 2020 Annual Meeting virtually at www.meetingcenter.io/2344306330. The virtual meeting will feature the same live video webcasts accessible to the general public above, plus the option to submit votes and written comments on meeting agenda items. In order to join the virtual meeting, you will need the password, which is tesla2020, and a 15-digit secure “control number” unique to you, which you may obtain as follows:

- If you are a “stockholder of record” with shares registered directly in your name with our transfer agent, Computershare Trust Company (a minority of Tesla stockholders), you can find the control number on the Notice of Internet Availability or paper proxy card that was sent to you (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020).

- If you are a “beneficial owner” and hold shares through a broker, bank or other organization (the vast majority of Tesla stockholders), you will have to register in advance to obtain a control number. Please ask your broker, bank or organization for a “legal proxy” for the 2020 Annual Meeting and submit a copy of it from your e-mail address with “Legal Proxy” in the subject line to legalproxy@computershare.com. If your request is received no later than 2:00 PM Pacific Time on September 17, 2020, you will receive a confirmation e-mail with your control number.

Limited In-Person Events

In addition, we expect to accommodate a very limited number of stockholders in-person at the 2020 Annual Meeting and the Battery Day event due to mandated restrictions on the size of in-person gatherings. Both events will be held at:
We are excited to be able to host attendees in strict accordance with a format that provides robust health control measures. We will also employ additional safety measures and screening protocols to protect our attendees and personnel.

To maximize fairness, we are conducting a random drawing to determine our stockholders’ eligibility to attend both events in person. If you were a stockholder on July 31, 2020, you may apply for this drawing below.

Please note that you will have to upload proper evidence of Tesla stock ownership on July 31, 2020 (not any other date, including a different date in July 2020), which must be one of the following and must show your name. You may redact unrelated information such as account numbers and ownership of other securities.

If you were a "stockholder of record" on July 31, 2020,

- a "Notice of internet Availability" or paper proxy card that was sent to you (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020); or
- a statement of ownership from our transfer agent, Computershare, confirming your stock ownership on July 31, 2020.

If you were a "beneficial owner" on July 31, 2020,

- a notice regarding the 2020 Annual Meeting received from the broker, bank or other organization where you held your shares (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020); or
- a "legal proxy" document from such organization stating that you have the authority to vote the shares at the 2020 Annual Meeting (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020); or
- a statement or letter from such organization confirming your stock ownership on July 31, 2020.

If you are selected through the drawing, your selection will be further subject to our confirmation of your identity through receipt of valid government-issued identification. Selections are non-transferable. Please carefully review the 2020 Annual Meeting & Battery Day Drawing Terms.
The deadline for entry is Friday, August 28, 2020, at 11:59 PM Pacific Time. We expect to begin communicating selections during the week of August 30, 2020.

Attend Tesla’s 2020 Annual Meeting and Battery Day Event
Enter for a chance to attend these events in-person.

Entry must match your government-issued identification exactly. Please review the types of valid evidence of stock ownership as of July 31, 2020 specified above and in the 2020 Annual Meeting & Battery Day Drawing Terms. No other evidence of ownership, or evidence of ownership on any other date, will be accepted.

First Name

Last Name

Stockholder Entity You Represent if Applicable

Email Address

Telephone Number

Address Street, City, State, Postal Code
Country

United States

 proof of Ownership on July 31, 2020

No File Selected

CHOOSE A FILE

I have read and agree to the 2020 Annual Meeting & Battery Day Drawing Terms.

Submit

I understand that if selected, I will be required to submit additional documentation of eligibility to attend this event.
2020 Annual Meeting & Battery Day Drawing Terms

1. Participation. Tesla will conduct a random drawing to determine its stockholders’ eligibility to attend its 2020 Annual Meeting and separate Battery Day event in person. The drawing will be held strictly in accordance with these 2020 Annual Meeting & Battery Day Drawing Terms (“Terms”), and no exceptions will be made. Participation is voluntary and does not create a legal partnership, agency, or other relationship between an applicant and Tesla. Entries must be made by Friday, August 28, 2020 at 11:59 PM Pacific Time. Incomplete applications or attempted applications by means other than through the online application form will not be considered.

NO PURCHASE OR PAYMENT OF ANY KIND IS NECESSARY TO APPLY OR BE SELECTED. A PURCHASE OR PAYMENT WILL NOT INCREASE AN APPLICANT’S CHANCES OF BEING SELECTED. DRAWING IS VOID WHERE PROHIBITED BY APPLICABLE LAW.

By participating in the drawing, each applicant certifies that such applicant is of the legal age of majority in the jurisdiction in which such applicant resides (at least 18 years of age in many countries) and such applicant represents that such applicant is a stockholder and is legally permitted to participate.

2. Eligibility. Each applicant will be required to submit proper evidence of stock ownership as of July 31, 2020, which must be one of the following and must show the name of the stockholder:

For “stockholders of record” on July 31, 2020,

- a “Notice of Internet Availability” or paper proxy card that was sent to the stockholder (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020); or

- a statement of ownership from Tesla’s transfer agent, Computershare, confirming stock ownership as of July 31, 2020.

For “beneficial owners” on July 31, 2020,
2020 Annual Meeting & Battery Day Drawing Terms

1. Participation. Tesla will conduct a random drawing to determine its stockholders’ eligibility to attend its 2020 Annual Meeting and separate Battery Day event in person. The drawing will be held... with these 2020 Annual Meeting & Battery Day Drawing Terms (“Terms”), and no exceptions will be made. Participation is voluntary and does not create a legal partnership, agency, or other relationship between an applicant and Tesla. Those who participate agree to be bound by these Terms. Applications must be submitted online by Friday, August 28, 2020 at 11:59 PM Pacific Time. Incomplete applications or attempted applications by means other than through the online application form will not be considered. NO PURCHASE OR PAYMENT OF ANY KIND IS NECESSARY TO ENTER OR WIN. A PURCHASE OR PAYMENT WILL NOT INCREASE AN APPLICANT’S CHANCES OF BEING SELECTED. DRAWING IS VOID WHERE PROHIBITED BY APPLICABLE LAW.

By participating in the drawing, each applicant certifies that such applicant is of the legal age of majority in the jurisdiction in which such applicant resides (at least 18 years of age in many countries) and such applicant represents that such applicant is a stockholder and is legally permitted to participate.

2. Eligibility. Each applicant must be a stockholder of Tesla Inc. as of the record date, which is July 31, 2020. Each applicant must provide proof of stock ownership as of July 31, 2020, which must be one of the following and must show the name of the stockholder:

- For “stockholders of record” on July 31, 2020, a “Notice of Internet Availability” or paper proxy card that was sent to the stockholder (please check that it is for the meeting as scheduled for September 22, 2020, NOT as previously scheduled for July 7, 2020); or
- For “beneficial owners” on July 31, 2020, a statement of ownership from Tesla’s transfer agent, Computershare, confirming stock ownership as of July 31, 2020.

3. Guest. Each application is personal to the applicant submitting it. If an applicant is selected, under no circumstances will a spouse, domestic partner, child, or other family member or guest of such applicant (including a joint owner of shares) be admitted to the events unless such other person has separately applied for the drawing in his or her capacity as a stockholder and been selected. If the stockholder is an entity, only its legal representative who applies for and is selected in the drawing will be eligible for admission.

4. General Conditions. All determinations by Tesla with respect to the drawing or any applicant’s eligibility will be final. Tesla, in its sole discretion, will determine the validity of each application. If Tesla determines or believes that any application is fraudulent, illegitimate or invalid, or that any applicant has failed to comply with or has violated any provision of these Terms, Tesla will have the right in its discretion to disqualify any affected applicant(s).

Tesla reserves the right to modify these procedures or whether and how the in-person portion of the events will be held in its sole discretion. Tesla may be required to or choose to further change the date, time, location and/or format of the events. Irrespective of changes in schedule, government travel restrictions or other foreseeable and unforeseeable events, Tesla will not be responsible for any travel or lodging arrangements made or other expenses incurred in anticipation or furtherance of attending the events in person.
INVI TATIONS TO ATTEND THE EVENTS ARE NOT TRANSFERABLE AND ANY ATTEMPT TO TRANSFER AN INVITATION TO ANY OTHER PERSON WILL BE VOID AND WILL RESULT IN SUCH INVITATION BEING RESCINDED.

5. Release and Limitations. By participating in this drawing, and to the extent there are any media recordings (photography/video) of the event, each applicant authorizes and releases Tesla, or its respective licensees, affiliates, successors, and assigns the right, where permitted by law, without any further notice, review or consent to print, publish, broadcast, distribute, and use, worldwide in any media now known or hereafter in perpetuity and on a worldwide basis, the photographs, images or video shared or captured with or on behalf of Tesla, including, without limitation, the content of media including subjects captured, associated content, voice, likeness, image or statements, as well as metadata information for any purpose including but not limited to news, publicity, advertising, public relations, or other promotional purposes without any expectation of compensation or remuneration now or in the future.

Each applicant also agrees that Tesla will have no liability for, and shall be held harmless by such applicant against, any liability for any injuries, losses or damages of any kind to persons, including personal injury or death, or property resulting in whole or in part, directly or indirectly, from acceptance, or participation in this drawing, or any claims based on publicity rights, defamation or invasion of privacy. The released parties are not responsible if any eligibility is revoked due to cancellations, delays, or interruptions due to acts of God, acts of war, natural disasters, weather, or terrorism.

6. Notification of Selection. Each selected applicant will be notified by direct email using the email address provided during the application. Each selected applicant must respond to the direct email message within forty-eight (48) hours after the direct email message is sent. If such selected applicant does not respond to the direct email message with a submission of legible and complete copy of any additional proper evidence demonstrating eligibility to attend this event as described in Section 2, such selected applicant may be disqualified, and Tesla reserves the right to select an alternative applicant at random.

7. Conduct. By participating in this drawing, each applicant agrees in advance, if selected, to conduct himself or herself at the events in a responsible, professional and courteous manner, free from disruptive behavior, including foul language and obscene gestures (as well as any obscene or indecent messages on signs or clothing). Each selected applicant will further comply with local California public health authority requirements, requests from Tesla staff regarding safety and any changes to operations and/or emergency response procedures. Any lack of adherence to this code of conduct may result in permanent disqualification from future Tesla events, as well as potential violation of local ordinances resulting in possible arrest and prosecution.

8. Governing Law. Any litigation or dispute resolution between the applicant and Tesla arising out of or relating to these Terms, will take place in the Northern District of California, and each applicant and Tesla hereby consent to the personal jurisdiction of and exclusive venue in the state and federal courts within that District with respect to any such litigation or dispute resolution. This Agreement will be governed by and construed in accordance with the laws of
the United States and the State of California, except that body of California law concerning conflicts of law.

9. Privacy. Each applicant applying for a chance to attend the events in-person acknowledges and understands that the application information submitted may be stored and processed in any country which Tesla has facilities or in which Tesla engages service providers. Those countries may not have the same data protection laws as the country in which an applicant initially provided that information. When Tesla transfers information from or about an applicant to other countries, Tesla will protect it as described in Tesla’s Privacy Notice. By submitting your application, or otherwise providing information to Tesla, each applicant consents to the transfer of information from or about such applicant to countries outside of such applicant’s country of residence, including the United States. Applicant information will not be used for marketing, and processed and retained only for the purposes described herein, and in accordance with Tesla’s Privacy Notice.