

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Guillen Jerome M</u> _____ (Last) (First) (Middle) C/O TESLA, INC. 3500 DEER CREEK ROAD _____ (Street) PALO ALTO CA 94304 _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc. [TSLA]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <input checked="" type="checkbox"/> President, Automotive | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2020 | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/01/2020 | | M ⁽¹⁾ | | 15,000 | A | \$51.64 | 63,863 ⁽²⁾ | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 100 | D | \$471.15 | 63,763 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 600 | D | \$473.787 ⁽³⁾ | 63,163 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 1,201 | D | \$474.495 ⁽⁴⁾ | 61,962 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 2,496 | D | \$457.763 ⁽⁵⁾ | 59,466 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 921 | D | \$467.758 ⁽⁶⁾ | 58,545 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 700 | D | \$477.983 ⁽⁷⁾ | 57,845 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 500 | D | \$478.962 ⁽⁸⁾ | 57,345 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 500 | D | \$480.432 ⁽⁹⁾ | 56,845 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 1,098 | D | \$481.444 ⁽¹⁰⁾ | 55,747 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 700 | D | \$482.589 ⁽¹¹⁾ | 55,047 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 500 | D | \$483.81 ⁽¹²⁾ | 54,547 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 737 | D | \$485.078 ⁽¹³⁾ | 53,810 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 600 | D | \$486.208 ⁽¹⁴⁾ | 53,210 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 600 | D | \$487.222 ⁽¹⁵⁾ | 52,610 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 601 | D | \$488.09 ⁽¹⁶⁾ | 52,009 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 400 | D | \$489.315 ⁽¹⁷⁾ | 51,609 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 600 | D | \$490.66 ⁽¹⁸⁾ | 51,009 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 446 | D | \$491.671 ⁽¹⁹⁾ | 50,563 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 100 | D | \$492.71 | 50,463 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 700 | D | \$494.393 ⁽²⁰⁾ | 49,763 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 600 | D | \$496.39 ⁽²¹⁾ | 49,163 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 100 | D | \$497.65 | 49,063 | D | |
| Common Stock | 09/01/2020 | | S ⁽¹⁾ | | 200 | D | \$502.035 ⁽²²⁾ | 48,863 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----|---|--|--|---|--|
| | | | | Code | V | | (A) | (D) | | | | | |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Qualified Stock Option (right to buy) | \$51.64 | 09/01/2020 | | M ⁽¹⁾ | | | 15,000 | (23) | 07/19/2029 | Common Stock | 15,000 | \$0.0 | 303,995 | D | |

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, 2020, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020.
- Amount of securities beneficially owned includes 103 shares acquired on August 31, 2020 under the Tesla, Inc. Employee Stock Purchase Plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$473.150 to \$474.050, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$474.150 to \$475.060, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$475.320 to \$476.260, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$476.400 to \$476.940, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$477.450 to \$478.300, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$478.570 to \$479.360, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$479.770 to \$480.740, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$481.010 to \$481.800, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$482.080 to \$483.010, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$483.430 to \$484.150, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$484.600 to \$485.530, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$485.660 to \$486.610, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$486.800 to \$487.650, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$487.800 to \$488.460, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$488.950 to \$489.650, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$490.210 to \$491.110, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$491.330 to \$492.070, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$493.840 to \$494.780, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$496.040 to \$496.870, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$501.650 - \$502.420, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 1/10th of the total shares subject to the option became vested and exercisable on December 24, 2019 and 1/60th of the total shares subject to the option shall become vested and exercisable each month thereafter, until all shares subject to the option become fully vested on June 24, 2024.

By: Aaron Beckman, Power of Attorney For: Jerome M. Guillen 09/03/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.