

Al Darmaki H.E. Ahmed Saif
Form 3
June 25, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Al Darmaki H.E. Ahmed Saif			(Month/Day/Year)	TESLA MOTORS INC [TSLA]	
(Last)	(First)	(Middle)	06/28/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
7TH FLR., ADWEA BUILDING, 6TH STREET				(Check all applicable)	
(Street)				☒ Director ☐ Officer (give title below)	☐ 10% Owner ☐ Other (specify below)
ABU DHABI,Â C0Â					6. Individual or Joint/Group Filing(Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series F Preferred Stock	Â (1)	Â (1)	Common Stock	21,891,419	\$ (1)	I	See Footnote (2)
Right to Buy (Common Stock) (3)	08/31/2010	12/03/2016	Common Stock	33,333	\$ 6.63	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Al Darmaki H.E. Ahmed Saif 7TH FLR., ADWEA BUILDING, 6TH STREET ABU DHABI, C0	Â X	Â	Â	Â

Signatures

/s/ Ahmed Saif Al Darmaki 06/25/2010

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The Issuer's Series F preferred stock will automatically convert into .333333 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.
- (2) These shares are owned directly by Al Wahada Capital Investment LLC, a wholly owned affiliate of Abu Dhabi Water and Electric Authority. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- (3) 1/4th of the shares subject to the option will become vested and exercisable on August 31, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

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Remarks:
 TheÂ anticipatedÂ effectiveÂ dateÂ ofÂ IssuerÂ initialÂ publicÂ offeringÂ isÂ JuneÂ 28,Â 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.