

Tesla, Inc.
Form DEFA14A
March 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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 computed on table below per Exchange Act Rules 14a-6 (i) (1) and 0-11.

(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:

\$

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) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following letter is being mailed to stockholders of Tesla, Inc. on March 2, 2018.

Forward-Looking Statements

Certain statements in this letter, including statements regarding future Tesla leadership, are forward-looking statements that are subject to risks and uncertainties. These forward-looking statements are based on management's current expectations. Various important factors could cause actual results to differ materially, including risks identified in our SEC filings. Tesla disclaims any obligation to update this information.

The Special Meeting of Stockholders to consider and approve Elon's CEO Performance Award is scheduled for March 21st. Under the Award, Elon's compensation will be 100% at-risk, which ensures that he will be compensated only if Tesla and all of its stockholders do extraordinarily well.

The Award will ensure Elon's active leadership and strategic vision over the long-term. Since Elon's last award in 2012, Tesla's market capitalization has grown 17x. The Board believes that the Award will continue to incentivize and motivate Elon to lead Tesla over the long-term, particularly in light of his other business interests.

Stockholders have the opportunity to help determine Tesla's future. Please vote by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the postage-paid envelope provided to ensure that your shares are represented.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE CEO
PERFORMANCE AWARD.**

If you have questions about voting your Tesla shares, please contact Innisfree,

which is assisting Tesla in connection with the vote:

Toll-free: 877.456.3463

Stockholders outside the United States: + 1 412.232.3651