Straubel Jeffrey B
Form 4
April 30, 2019

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Straubel Jeffrey B

(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
Tesla, Inc. [TSLA]

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Technical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 04/26/2019 | | M[(1)] | | 15,000 | A | $ 31.49 | 321,398 | D | |
| Common Stock | 04/26/2019 | | S[(1)] | | 800 | D | $ 232.008 [(2)] | 320,598 | D | |
| Common Stock | 04/26/2019 | | S[(1)] | | 700 | D | $ 232.75 [(3)] | 319,898 | D | |
| Common Stock | 04/26/2019 | | S[(1)] | | 1,100 | D | $ 234.099 [(4)] | 318,798 | D | |
| | 04/26/2019 | | S[(1)] | | 2,500 | D | | 316,298 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Common Stock | | | | | $ 234.87 (5) | | |
| Common Stock | 04/26/2019 | S(1) | 700 | D | $ 236.021 (6) | 315,598 | D |
| Common Stock | 04/26/2019 | S(1) | 200 | D | $ 236.81 (7) | 315,398 | D |
| Common Stock | 04/26/2019 | S(1) | 500 | D | $ 238.392 (8) | 314,898 | D |
| Common Stock | 04/26/2019 | S(1) | 300 | D | $ 239.46 (9) | 314,598 | D |
| Common Stock | 04/26/2019 | S(1) | 1,000 | D | $ 240.724 (10) | 313,598 | D |
| Common Stock | 04/26/2019 | S(1) | 2,100 | D | $ 241.695 (11) | 311,498 | D |
| Common Stock | 04/26/2019 | S(1) | 2,500 | D | $ 242.634 (12) | 308,998 | D |
| Common Stock | 04/26/2019 | S(1) | 1,700 | D | $ 243.755 (13) | 307,298 | D |
| Common Stock | 04/26/2019 | S(1) | 800 | D | $ 244.563 (14) | 306,498 | D |
| Common Stock | 04/26/2019 | S(1) | 100 | D | $ 245.46 | 306,398 | D |

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

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SEC 1474 (9-02)

**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 Amoun Underlying Securit (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
|---|---|---|---|---|---|---|---|---|---|---|
| Non-Qualified Stock Option (right to buy) | $ 31.49 | 04/26/2019 | M | | | 15,000 | (15) | 02/13/2022 | Common Stock | 15,0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Straubel Jeffrey B<br>C/O TESLA, INC.<br>3500 DEER CREEK ROAD<br>PALO ALTO, CA 94304 | | | Chief Technical Officer | |

# Signatures

| | |
|---|---|
| By: Aaron Beckman, Power of Attorney For: Jeffrey B. Straubel | 04/30/2019 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** 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).

**(1)** The stock option exercise and sales reported on this Form 4 were effected pursuant to a pre-determined Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2018.

**(2)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $231.380 to $232.240, 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.

**(3)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $232.420 to $233.200, 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.

**(4)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $233.490 to $234.480, 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.

**(5)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $234.490 to $235.450, 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.

**(6)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $235.680 to $236.570, 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.

**(7)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $236.690 to $236.930, 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.

**(8)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $238.010 to $238.890, 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.

**(9)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $239.110 to $239.860, 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.

**(10)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $240.250 to $241.090, 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.

**(11)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $241.250 to $242.230, 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.

**(12)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $242.250 to $243.240, 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.

**(13)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $243.300 to $244.290, 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.

**(14)** The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $244.310 to $245.200, 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.

**(15)** 1/48th of the shares subject to the option vested on each monthly anniversary beginning on March 13, 2012, such that all shares subject to the Option became fully vested and exercisable as of December 13, 2015.

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