

Branderiz Eric  
Form 4  
January 26, 2018

**FORM 4**

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

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

**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**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Branderiz Eric

(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)  
01/24/2018

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)

VP, Chief Accounting 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                    | 01/24/2018                           |  | M <sup>(1)</sup>               |   | 85     | A \$ 181.45      | 1,287   | D  |   |
| Common Stock                    | 01/24/2018                           |  | M <sup>(1)</sup>               |   | 716    | A \$ 181.45      | 2,003   | D  |   |
| Common Stock                    | 01/24/2018                           |  | S <sup>(1)</sup>               |   | 85     | D \$ 354.58      | 1,918   | D  |   |
| Common Stock                    | 01/24/2018                           |  | S <sup>(1)</sup>               |   | 716    | D \$ 354.58      | 1,202   | D  |   |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |  |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 181.45   | 01/24/2018                              |   | M                                       |  | 85   |     | <u>(2)</u>  | 11/14/2026         | Common<br>Stock | 85                                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 181.45   | 01/24/2018                              |   | M                                       |  | 716  |     | <u>(2)</u>  | 11/14/2026         | Common<br>Stock | 716                                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Branderiz Eric<br>C/O TESLA, INC<br>3500 DEER CREEK ROAD<br>PALO ALTO, CA 94304 | VP, Chief Accounting Officer     |

## Signatures

By: Aaron Beckman, Power of Attorney For: Eric Branderiz 01/26/2018

\_\_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 exercise and sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2017.

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- (2) 1/4th of the shares subject to the option became vested and exercisable on 10/24/2017 and 1/48th of the shares subject to the option shall become vested and exercisable every month thereafter.

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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