

Kirkhorn Zachary
 Form 3
 March 25, 2019

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 | |
| Kirkhorn Zachary | | (Month/Day/Year) | Tesla, Inc. [TSLA] | |
| (Last) | (First) | (Middle) | 03/13/2019 | |
| C/O TESLA, INC., 3500 DEER CREEK ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | |
| PALO ALTO, CA 94304 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Financial Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|
| Common Stock | 9,783 | D | |

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|----------------------------|----------------------------|
| Incentive Stock Option (right to buy) | Â (1) | 01/10/2021 | Common Stock 2,000 | \$ 28.45 D Â |
| Incentive Stock Option (right to buy) | Â (2) | 10/16/2028 | Common Stock 1,891 | \$ 276.59 D Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 10/16/2028 | Common Stock 694 | \$ 276.59 D Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 01/22/2029 | Common Stock 10,886 | \$ 298.92 D Â |
| Restricted Stock Unit | Â (4) | Â (4) | Common Stock 387 | \$ 0 D Â |
| Restricted Stock Unit | Â (5) | Â (5) | Common Stock 440 | \$ 0 D Â |
| Restricted Stock Unit | Â (6) | Â (6) | Common Stock 647 | \$ 0 D Â |
| Restricted Stock Unit | Â (7) | Â (7) | Common Stock 624 | \$ 0 D Â |
| Restricted Stock Unit | Â (8) | Â (8) | Common Stock 819 | \$ 0 D Â |
| Restricted Stock Unit | Â (8) | Â (8) | Common Stock 3,448 | \$ 0 D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirkhorn Zachary C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304 | Â | Â | Â Chief Financial Officer | Â |

Signatures

By: Aaron Beckman, Power of Attorney For: Zachary J. Kirkhorn 03/25/2019

__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) 1/48th of the shares subject to the option vested on February 10, 2011, and 1/48th of the shares subject to the option vested each monthly anniversary of the grant date, so that all such shares were fully vested as of January 10, 2015.

(2)

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1/60th of the shares subject to the option became vested and exercisable on November 1, 2018, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option shall be fully vested as of October 1, 2023.

- (3) 1/60th of the shares subject to the option became vested and exercisable on January 5, 2019, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option will be fully vested as of December 5, 2023.

- (4) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2020.

- (5) 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2020.

- (6) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2021.

- (7) 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2021.

- (8) 1/20th of the total restricted stock units initially subject to this award vested on March 5, 2019 and 1/20th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of October 1, 2023.

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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