

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Guillen Jerome M</u>  (Last) (First) (Middle) C/O TESLA, INC 3500 DEER CREEK ROAD  (Street) PALO ALTO CA 94304  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/26/2018	3. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc. [ TSLA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Automotive</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	7,598	D	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Incentive Stock Option (right to buy)	(1)	(1)	Common Stock 1,370	363.8	D	
Incentive Stock Option (right to buy)	(2)	(2)	Common Stock 636	315.73	D	
Non-Qualified Stock Option (right to buy)	(3)	(3)	Common Stock 38,250	139.34	D	
Non-Qualified Stock Option (right to buy)	(4)	(4)	Common Stock 27,293	217.87	D	
Non-Qualified Stock Option (right to buy)	(1)	(1)	Common Stock 7,754	363.8	D	
Non-Qualified Stock Option (right to buy)	(5)	(5)	Common Stock 11,621	342.94	D	
Non-Qualified Stock Option (right to buy)	(2)	(2)	Common Stock 44,364	315.73	D	
Restricted Stock Unit	(6)	(6)	Common Stock 1,991	0.0	D	
Restricted Stock Unit	(7)	(7)	Common Stock 2,664	0.0	D	

**Explanation of Responses:**

- 1/48th of the shares subject to the option became vested and exercisable on September 14, 2017, and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- 1/60th of the shares subject to the option became vested and exercisable on March 12, 2018, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter.
- 1/4th of the shares subject to the option vested and became exercisable on each of October 6, 2015, May 15, 2017, and July 30, 2017, and the remainder of the shares subject to the option shall become vested and exercisable with the attainment of meeting the remaining performance goal specified in the option agreement.
- 1/4th of the shares subject to the option vested and became exercisable on January 15, 2018, and the remainder of the shares subject to the option shall become vested and exercisable with the attainment of meeting the remaining performance goals specified in the option agreement.
- 1/3rd of the shares subject to the option shall become vested and exercisable upon meeting each of three performance goals specified in the option agreement.
- 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.
- 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.

By: Aaron Beckman, Power of Attorney For: Jerome M. Guillen 10/03/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an Officer of Tesla, Inc. (the "Company"), hereby constitutes and appoints Todd Maron, Jonathan Chang, Yun Huh, Aaron Beckman and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at 3500 Deer Creek Road, Palo Alto CA 94304, as of the date set forth below.

/s/Jerome Guillen

WITNESS

Aaron Beckman

October 1, 2018