

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Kirkhorn Zachary</u> (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 <u>Tesla, Inc. [TSLA]</u>	5. 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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/05/2019		M ⁽¹⁾		77	A	\$0.0	9,898 ⁽²⁾	D	
Common Stock	09/05/2019		M ⁽¹⁾		73	A	\$0.0	9,971	D	
Common Stock	09/05/2019		M ⁽¹⁾		72	A	\$0.0	10,043	D	
Common Stock	09/05/2019		M ⁽¹⁾		63	A	\$0.0	10,106	D	
Common Stock	09/05/2019		M ⁽¹⁾		43	A	\$0.0	10,149	D	
Common Stock	09/05/2019		M ⁽¹⁾		182	A	\$0.0	10,331	D	
Common Stock	09/06/2019		F ⁽³⁾		27	D	\$227.66	10,304	D	
Common Stock	09/06/2019		F ⁽³⁾		26	D	\$227.66	10,278	D	
Common Stock	09/06/2019		F ⁽³⁾		26	D	\$227.66	10,252	D	
Common Stock	09/06/2019		F ⁽³⁾		22	D	\$227.66	10,230	D	
Common Stock	09/06/2019		F ⁽³⁾		15	D	\$227.66	10,215	D	
Common Stock	09/06/2019		F ⁽³⁾		64	D	\$227.66	10,151	D	

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$0.0	09/05/2019		M			77	(4)	(4)	Common Stock	77	\$0.0	233	D	
Restricted Stock Unit	\$0.0	09/05/2019		M			73	(5)	(5)	Common Stock	73	\$0.0	294	D	
Restricted Stock Unit	\$0.0	09/05/2019		M			72	(6)	(6)	Common Stock	72	\$0.0	503	D	

**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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	\$0.0	09/05/2019		M			63	(7)	(7)	Common Stock	63	\$0.0	499	D	
Restricted Stock Unit	\$0.0	09/05/2019		M			43	(8)	(8)	Common Stock	43	\$0.0	733	D	
Restricted Stock Unit	\$0.0	09/05/2019		M			182	(8)	(8)	Common Stock	182	\$0.0	3,085	D	

Explanation of Responses:

- Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on September 5, 2019.
- Amount of securities beneficially owned includes 9 shares acquired under the Tesla, Inc. Employee Stock Purchase Plan on August 30, 2019.
- PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
- 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.
- 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.
- 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.
- 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.
- 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 December 5, 2023.

By: Aaron Beckman, Power of Attorney For: Zachary J. Kirkhorn 09/09/2019

** 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 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).

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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