

TESLA, INC.
Reported by
JURVETSON STEPHEN T

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/24/17 for the Period Ending 08/22/17

Address	3500 DEER CREEK RD PALO ALTO, CA 94070
Telephone	650-681-5000
CIK	0001318605
Symbol	TSLA
Fiscal Year	12/31

FORM 4

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

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STATEMENT OF CHANGES IN 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Jurvetson Stephen T			Tesla, Inc. [TSLA]			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O DRAPER FISHER JURVETSON, 2882 SAND HILL ROAD SUITE 150			8/22/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
MENLO PARK, CA 94025						<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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	8/22/2017		M		36111	A	\$261.89	36111	D	
Common Stock	8/22/2017		M		8666	A	\$250.69	44777	D	
Common Stock	8/22/2017		S		20118	D	\$339.822 (1)	24659	D	
Common Stock	8/22/2017		S		24659	D	\$340.803 (2)	0	D	
Common Stock								43	I	by DFJ Fd X Part LP (3)
Common Stock								104200	I	by Trust (4)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$250.69	8/22/2017		M		8666		(5)	6/12/2022	Common Stock	8666	\$0.0	3334	D	
Non-Qualified Stock Option (right to buy)	\$261.89	8/22/2017		M		36111		(6)	6/18/2022	Common Stock	36111	\$0.0	13889	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.36 to \$340.34, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.43 to \$341.34, 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.
- These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment power with respect to such shares. Mr. Jurvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
- These shares are owned directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.
- Pursuant to the issuer's Outside Director Compensation Policy, these equity awards were granted to the reporting person in connection with his service on a committee of the issuer's Board of Directors. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary from June 12,

2015, such that all shares subject to the Option shall be fully vested and exercisable by June 12, 2018.

- (6) This stock option award is a triennial equity award granted pursuant to the Company's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted shall become vested and exercisable as of each anniversary from June 18, 2015, such that all shares subject to the Option shall be fully vested and exercisable by June 18, 2018.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X			

Signatures

By: Jonathan Chang, Power of Attorney For: Stephen T Jurvetson

8/24/2017

**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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