

# TESLA, INC.

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/20/17

Address	3500 DEER CREEK RD PALO ALTO, CA 94070
Telephone	650-681-5000
CIK	0001318605
Symbol	TSLA
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	12/31

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

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**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11 (c) or Section 240.14a-12

**TESLA, INC.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

\$

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) \_\_\_\_\_  
Form, Schedule or Registration Statement No.:

(3) \_\_\_\_\_  
Filing Party:

(4) \_\_\_\_\_  
Date Filed:

\_\_\_\_\_

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## Stockholder Meeting Notice

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Tesla, Inc.'s Annual Meeting of Stockholders will be held on Tuesday, June 6, 2017 at 2:30 p.m. PDT at Computer History Museum, 1401 N. Shoreline Blvd., Mountain View, CA 94043

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** all nominees, **FOR** Proposal 2, every **3 YRS** for Proposal 3, **FOR** Proposal 4, and **AGAINST** Proposal 5.

1. To elect three Class I directors to serve for a term of three years or until their respective successors are duly elected and qualified.  
Nominees: 01 - Elon Musk, 02 - Robyn M. Denholm, 03 - Stephen T. Jurvetson
2. A non-binding advisory vote on the approval of executive compensation.
3. A non-binding advisory vote on the frequency of executive compensation votes.
4. To ratify the appointment of PricewaterhouseCoopers LLP as Tesla's independent registered public accounting firm for the fiscal year ending December 31, 2017.
5. A stockholder proposal regarding declassification of the Board of Directors.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE.** To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

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### Directions to Tesla, Inc.'s 2017 Annual Meeting

From San Jose via US-101 North

• **20 Minutes - 15 Miles**

- Take US-101 North toward San Francisco.
- Take Shoreline Blvd exit.
- Turn right onto Shoreline Blvd.
- Cross through intersection.
- Museum is on your right.

From San Francisco via US-101 South

• **40 Minutes - 35 Miles**

- Take US-101 South toward San Jose.
- Take Shoreline Blvd exit.
- Turn left onto Shoreline Blvd.
- Cross through intersection.
- Museum is on your right.

From East Bay via I-880 South

• **25 Minutes - 20 Miles**

- Take I-880 South toward San Jose.
- Merge onto CA-237 West toward Mountain View.
- Merge onto US-101 North toward San Francisco.
- Take Shoreline Blvd exit.
- Turn right onto Shoreline Blvd.
- Cross through intersection.
- Museum is on your right.

From Saratoga via CA-85 North

• **15 Minutes - 12 Miles**

- Take CA-85 North towards San Francisco.
- Take Shoreline Blvd exit.
- Turn right onto Shoreline Blvd.
- Cross through intersection.
- Museum is on your right.



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### Here's how to order a copy of the proxy materials and select a future delivery preference:

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to [www.envisionreports.com/TSLA](http://www.envisionreports.com/TSLA). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Tesla, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 16, 2017.