

TESLA, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/29/18

Address	3500 DEER CREEK RD PALO ALTO, CA, 94304
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

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

SCHEDULE 14A INFORMATION

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

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:

\$

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:

The following is being presented to stockholders of Tesla, Inc. commencing on May 29, 2018.



ADDITIONAL INFORMATION FOR 2018 ANNUAL MEETING

MAY 2018

TESLA BOARD: HISTORY OF ENGAGEMENT AND LONG-TERM FOCUS

Tesla's mission to accelerate the world's transition to sustainable energy requires a Board willing to commit to long-term goals

Board has actively driven key decisions focused on achieving long-term growth and profitability, including decisions to:

- Manufacture and sell electric vehicles from the ground up rather than simply build powertrains for OEMs
- Establish Tesla-owned stores and service centers rather than use the franchised dealer system
- Create a global network of Superchargers to enable long-distance travel
- Build world's largest battery factory to meet our needs and reduce battery costs
- Expand into energy generation (solar) and storage to create a vertically integrated sustainable energy company
- Compensate our CEO only if other shareholders realize tremendous value

Board is directly and regularly engaged with senior management, and participates in robust shareholder outreach and feedback

Board members have significant experience as top-level executives at public companies or as entrepreneurs who founded successful organizations

ANTONIO GRACIAS



Valor's Chief Executive Officer &
Chairman of the Investment Committee

CEO of Valor Management Corporation

Lead Independent Director of Tesla

- Plans the agenda for Tesla board meetings
- Regularly interacts with Tesla senior management team
- Leads the seven other independent directors
- Regularly engages with shareholders and incorporates feedback

Experienced operator who has run factories and managed complex supply chains; former CEO of auto parts company

Long history of providing critical help to Tesla whenever operational challenges have arisen, including during the most challenging portion of the Model 3 production ramp at the end of 2017

- With Antonio's support and personal involvement, Valor's senior operations team spent more than 100 days at Gigafactory 1 to help create numerous improvements that led to increased Model 3 production rates
- Valor spent months on this project, and did not request or receive any compensation for its services, instead only accepting \$34,347 as reimbursement for out-of-pocket costs, for items such as travel, budget lodging near Gigafactory 1 and necessary equipment

JAMES MURDOCH



CEO/Director of 21st Century Fox &
Top Executive at Related
Companies

CEO of Twenty-First Century Fox, Inc.

Experienced chief executive who has scaled and run operations at large successful companies, including in global markets throughout Asia, Europe, and the Americas

Board member at 21st Century Fox, Sky and News Corp.

- All entities used to be under the same company umbrella
- 21st Century Fox and Sky are still affiliated with one another
- Role as director of 21st Century Fox and Sky are tied to position as CEO of 21st Century Fox – part of his regular executive role in the company
- Because of the ongoing M&A activity at Fox, the 21st Century Fox and Sky boards likely will no longer exist within the next several months

KIMBAL MUSK



Co-Founder of The Kitchen

CEO of The Kitchen, a company focused on sustainably produced food

Successful entrepreneur and investor in technology and consumer-driven companies

- Zip2 Corporation
- The Kitchen
- Square Roots

THE RESULTS: RAPIDLY GROWING BUSINESS

Grew fleet from ~5,000 at the end of 2012 to over 320,000 vehicles today

Grew revenue from \$413.3 million in 2012 to \$11.8 billion in 2017

Grew annual vehicle production volumes from ~3,000 in 2012 to ~110,000 in the last 12 months

Model S is consistently the best selling large luxury sedan in the US

Model 3 now on the cusp of becoming the best selling premium sedan, electric or gas powered, in the US



THE RESULTS: SIGNIFICANT SHAREHOLDER VALUE CREATION

