

TESLA MOTORS INC
Form 8-K
March 26, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

March 20, 2012

Tesla Motors, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-34756

91-2197729

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(State or other jurisdiction of
incorporation)

(Commission
File Number)
3500 Deer Creek Road

(IRS Employer
Identification No.)

Palo Alto, California 94304

(Address of principal executive offices, including zip code)

(650) 681-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

H.E. Ahmed Saif Al Darmaki resigned from the Board of Directors (the Board) of Tesla Motors, Inc. (the Company) effective as of the date of the Company's 2012 Annual Meeting of Stockholders (the 2012 Annual Meeting). Mr. Al Darmaki's decision to resign was not the result of any disagreement with the Company.

Mr. Al Darmaki was first appointed to the Board in September 2009 in connection with an investment in the Company by Al Wahada Capital Investment LLC (Al Wahada). Although Al Wahada continues to hold a significant stake in the Company, Mr. Al Darmaki is no longer affiliated with Al Wahada.

Mr. Al Darmaki will not stand for re-election to the Board at the 2012 Annual Meeting as a result of his resignation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESLA MOTORS, INC.

By: /s/ Deepak Ahuja
Deepak Ahuja

Chief Financial Officer

Date: March 26, 2012