

TESLA MOTORS INC

Form 4

September 04, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jurvetson Stephen T

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE
150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TESLA MOTORS INC [TSLA]

3. Date of Earliest Transaction
(Month/Day/Year)

09/02/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	09/02/2014	09/02/2014	J <u>(1)(2)</u>		16,776	D	\$ 0 0		I	By Fund VIII <u>(3)</u>
Common Stock	09/02/2014	09/02/2014	J <u>(1)(2)</u>		373	D	\$ 0 0		I	By Partner Fund <u>(4)</u>
Common Stock	09/02/2014	09/02/2014	J <u>(1)(2)</u>		168	A	\$ 0 168		I	By Fund GP <u>(5)</u>
Common Stock	09/02/2014	09/02/2014	J <u>(1)(2)</u>		166	D	\$ 0 2		I	By Fund GP <u>(5)</u>
Common Stock	09/02/2014	09/02/2014	J <u>(1)(2)</u>		129	A	\$ 0 43,626		I	By Trust <u>(6)</u>

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Reporting Owners

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

Signatures

Stephen T.
Jurvetson 09/04/2014

__Signature of
Reporting Person Date

Explanation of Responses:

* 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).

(1) On September 2, 2014, Draper Fisher Jurvetson Fund VIII, L.P. ("Fund VIII"), made an in-kind distribution, without any additional consideration, of 16,776 shares of common stock of Tesla Motors, Inc. ("Tesla") to the limited partners of Fund VIII. This total included 168 shares distributed to the general partner of Fund VIII, Draper Fisher Jurvetson Fund VIII Partners, L.P. ("Fund GP"). Mr. Jurvetson is a Managing Director of the Fund GP.

(2) On September 2, 2014, Draper Fisher Jurvetson Partners VIII, LLC ("Partner Fund"), made an in-kind distribution of 373 shares of common stock of Tesla, without any additional consideration, to its members, including Mr. Jurvetson. Mr. Jurvetson received 97 shares from this distribution.

(3) These shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.

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- (4) These shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC, a California limited liability company.
- (5) These shares are owned directly by Draper Fisher Jurvetson Fund VIII Partners, L.P.
- (6) These shares are held directly by the Steve and Karla Jurvetson Living Trust, dated August 27, 2002, and were acquired in connection with the distributions by Partner Fund and Fund GP.

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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