Branderiz Eric Form 4 December 07, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * **Branderiz Eric**

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(Middle)

Tesla, Inc. [TSLA]

12/05/2017

Filed(Month/Day/Year)

(Check all applicable)

(First)

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

Director X_ Officer (give title

below)

10% Owner Other (specify

C/O TESLA, INC, 3500 DEER

(Street)

CREEK ROAD

4. If Amendment, Date Original

VP, Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

PALO ALTO, CA 94304

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or	` '	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)
Common Stock	12/05/2017		M(1)	4,808	A	\$ 0	4,808	D	
Common Stock	12/06/2017		F(2)	2,377	D	\$ 300.038	2,431	D	
Common Stock	12/07/2017		S	1,229	D	\$ 312.61	1,202	D	

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

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(9-02)

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number.

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. Transactic Code (Instr. 8)	5. Number out 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	12/05/2017		M	4,808	(3)	(3)	Common Stock	4,808	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Branderiz Eric C/O TESLA, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304

VP, Chief Accounting Officer

Signatures

By: Aaron Beckman, Power of Attorney For: Eric Branderiz

12/07/2017

**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) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2017.
 - PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE
- (2) AUTOMATICALLY WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
- (3) 4,808 of the restricted units included in this grant vested on December 5, 2017 and the remaining 14,422 shares will commence vesting in twelve equal quarterly installments beginning March 5, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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