

Jurvetson Stephen T
 Form 4
 August 24, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O DRAPER FISHER
 JURVETSON, 2882 SAND HILL
 ROAD SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Tesla, Inc. [TSLA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/22/2017

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2017		M		36,111	A	\$ 261.89
Common Stock	08/22/2017		M		8,666	A	\$ 250.69
Common Stock	08/22/2017		S		20,118	D	\$ 339.822
Common Stock	08/22/2017		S		24,659	D	\$ 340.803

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Common Stock	43	I	by DFJ Fd X Part LP <u>(3)</u>
Common Stock	104,200	I	by Trust <u>(4)</u>

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 250.69	08/22/2017		M	8,666	<u>(5)</u> 06/12/2022	Common Stock	8,666
Non-Qualified Stock Option (right to buy)	\$ 261.89	08/22/2017		M	36,111	<u>(6)</u> 06/18/2022	Common Stock	36,111

Reporting Owners

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

Signatures

By: Jonathan Chang, Power of Attorney For: Stephen T Jurvetson

08/24/2017

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.36 to \$340.34, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.43 to \$341.34, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P. Mr. Jurvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Jurvetson may be deemed to have voting and investment power with respect to such shares. Mr. Jurvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(4) These shares are owned directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(5) Pursuant to the issuer's Outside Director Compensation Policy, these equity awards were granted to the reporting person in connection with his service on a committee of the issuer's Board of Directors. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary from June 12, 2015, such that all shares subject to the Option shall be fully vested and exercisable by June 12, 2018.

(6) This stock option award is a triennial equity award granted pursuant to the Company's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted shall become vested and exercisable as of each anniversary from June 18, 2015, such that all shares subject to the Option shall be fully vested and exercisable by June 18, 2018.

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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