

Gracias Antonio J.  
Form 4  
February 15, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gracias Antonio J.

(Last) (First) (Middle)

C/O TESLA, INC., 3500 DEER  
CREEK ROAD

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

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

02/13/2019

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                    | 02/13/2019                           |                                                    | M <sup>(1)</sup>               |                                                                   | 7,200  | A          | \$ 29.66                                                                                      | 19,572                                                   | D                                                     |
| Common Stock                    | 02/13/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 1,600  | D          | \$ 306.57 <sup>(2)</sup>                                                                      | 17,972                                                   | D                                                     |
| Common Stock                    | 02/13/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 3,602  | D          | \$ 307.594 <sup>(3)</sup>                                                                     | 14,370                                                   | D                                                     |
| Common Stock                    | 02/13/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 1,797  | D          | \$ 308.48 <sup>(4)</sup>                                                                      | 12,573                                                   | D                                                     |
| Common Stock                    | 02/13/2019                           |                                                    | S <sup>(1)</sup>               |                                                                   | 891    | D          | \$ 309.208                                                                                    | 11,682                                                   | D                                                     |

Edgar Filing: Gracias Antonio J. - Form 4

|              |            |                  |       |   |            |         |   |                                    |
|--------------|------------|------------------|-------|---|------------|---------|---|------------------------------------|
|              |            |                  |       |   | (5)        |         |   |                                    |
| Common Stock | 02/13/2019 | S <sup>(1)</sup> | 500   | D | \$ 310.225 | 11,182  | D |                                    |
|              |            |                  |       |   | (6)        |         |   |                                    |
| Common Stock | 02/14/2019 | M <sup>(1)</sup> | 7,200 | A | \$ 29.66   | 18,382  | D |                                    |
| Common Stock | 02/14/2019 | S <sup>(1)</sup> | 197   | D | \$ 301.52  | 18,185  | D |                                    |
|              |            |                  |       |   | (7)        |         |   |                                    |
| Common Stock | 02/14/2019 | S <sup>(1)</sup> | 803   | D | \$ 302.662 | 17,382  | D |                                    |
|              |            |                  |       |   | (8)        |         |   |                                    |
| Common Stock | 02/14/2019 | S <sup>(1)</sup> | 2,629 | D | \$ 303.563 | 14,753  | D |                                    |
|              |            |                  |       |   | (9)        |         |   |                                    |
| Common Stock | 02/14/2019 | S <sup>(1)</sup> | 4,061 | D | \$ 304.627 | 10,692  | D |                                    |
|              |            |                  |       |   | (10)       |         |   |                                    |
| Common Stock | 02/14/2019 | S <sup>(1)</sup> | 700   | D | \$ 305.574 | 9,992   | D |                                    |
|              |            |                  |       |   | (11)       |         |   |                                    |
| Common Stock |            |                  |       |   |            | 271,778 | I | by AJG Growth Fund <sup>(12)</sup> |
| Common Stock |            |                  |       |   |            | 4,253   | I | by VEM II <sup>(13)</sup>          |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                               | Title                  |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                 |                                                                |                                                                  | Amount<br>or<br>Number |

## Reporting Owners

## Signatures

02/15/2019

Date \_\_\_\_\_

### Explanation of Responses:

- ## Reporting Owners

## Edgar Filing: Gracias Antonio J. - Form 4

- (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$301.03 to \$302.01, 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.
- (8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$302.05 to \$303.00, 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.
- (9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$303.055 to \$304.050, 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.
- (10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$304.06 to \$305.04, 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.
- (11) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$305.21 to \$305.88, 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.
- (12) These shares are owned directly by AJG Growth Fund LLC. The reporting person is the manager of AJG Growth Fund LLC and may be deemed to have an indirect pecuniary interest in the shares owned by AJG Growth Fund LLC. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (13) These shares are owned directly by Valor Equity Management II, LP. The reporting person is the manager of Valor Equity Management II, LP and may be deemed to have an indirect pecuniary interest in the shares owned by Valor Equity Management II, LP. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (14) 1/24th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 8, 2013, such that all shares subject to the Option were fully vested and exercisable by June 8, 2015.

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.