TESLA MOTORS INC
Form DEFA14A
April 24, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

x Definitive Additional Materials

¨ Soliciting Material Pursuant to Section 240.14a-11 (c) or Section 240.14a-12

TESLA MOTORS, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

$

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Vote by Internet

Go to **www.envisionreports.com/TSLA**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

Important Notice Regarding the Availability of Proxy Materials for the

Tesla Motors, Inc. Annual Meeting of Stockholders to be Held on Tuesday, June 3, 2014

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:

Easy Online Access A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.

Step 1: Go to **www.envisionreports.com/TSLA** to view the materials.

Step 2: Click on **Cast Your Vote or Request Materials**.

Step 3: Follow the instructions on the screen to log in.

Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 10, 2014 to facilitate timely delivery.

Tesla Motors, Inc. s Annual Meeting of Stockholders will be held on Tuesday, June 3, 2014

at Computer History Museum, 1401 N. Shoreline Blvd., Mountain View, CA 94043

Proposals to be voted on at the meeting are listed below along with the Board of Directors recommendations.

The Board of Directors recommends a vote FOR all nominees, FOR Proposal 2, FOR Proposal 3, FOR Proposal 4, and AGAINST Proposal 5:

1. To elect two Class I directors to serve for a term of three years or until their respective successors are duly elected and qualified.

Nominees: 01 - Elon Musk, 02 - Stephen T. Jurvetson

2. A non-binding advisory vote on the approval of executive compensation.
3. To approve an amendment and restatement of the Tesla Motors, Inc. 2010 Equity Incentive Plan.
4. To ratify the appointment of PricewaterhouseCoopers LLP as Tesla s independent registered public accounting firm for the fiscal year ending December 31, 2014.
5. A stockholder proposal regarding supermajority stockholder voting provisions.

PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to Tesla Motors, Inc. s 2014 Annual Meeting

From San Jose via US-101 North

20 Minutes - 15 Miles
Take US-101 North toward San Francisco.
Take Shoreline Blvd exit.

Turn right onto Shoreline Blvd.

Cross through intersection.
Museum is on your right.

From San Francisco via US-101 South

40 Minutes - 35 Miles
Take US-101 South toward San Jose.
Take Shoreline Blvd exit.

From East Bay via I-880 South

25 Minutes - 20 Miles
Take I-880 South toward San Jose.
Merge onto CA-237 West toward Mountain View.
Merge onto US-101 North toward San Francisco.
Take Shoreline Blvd exit.
Turn right onto Shoreline Blvd.
Cross through intersection.
Museum is on your right.

From Saratoga via CA-85 North

15 Minutes - 12 Miles

Turn left onto Shoreline Blvd.
Cross through intersection.
Museum is on your right.

Take CA-85 North towards San Francisco.
Take Shoreline Blvd exit.
Turn right onto Shoreline Blvd.
Cross through intersection.
Museum is on your right.

Here s how to order a copy of the proxy materials and select a future delivery preference:

Paper copies: Current and future paper delivery requests can be submitted via the telephone, Internet or email options below.

Email copies: Current and future email delivery requests must be submitted via the Internet following the instructions below. If you request an email copy of current materials you will receive an email with a link to the materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

g **Internet** Go to **www.envisionreports.com/TSLA**. Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.

g **Telephone** Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.

g **Email** Send email to investorvote@computershare.com with Proxy Materials Tesla Motors, Inc. in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 10, 2014.

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