Kirkhorn Zachary
Form 3
March 25, 2019

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Kirkhorn Zachary
(Last) (First) (Middle)

C/O TESLA, INC.,Â 3500 DEER CREEK ROAD
(Street)

PALO ALTO,Â CAÂ 94304
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/13/2019

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Financial Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,783	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (1)	01/10/2021	Common Stock	2,000	$ 28.45	D	Â
Incentive Stock Option (right to buy)	Â (2)	10/16/2028	Common Stock	1,891	$ 276.59	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	10/16/2028	Common Stock	694	$ 276.59	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	01/22/2029	Common Stock	10,886	$ 298.92	D	Â
Restricted Stock Unit	Â (4)	Â (4)	Common Stock	387	$ 0	D	Â
Restricted Stock Unit	Â (5)	Â (5)	Common Stock	440	$ 0	D	Â
Restricted Stock Unit	Â (6)	Â (6)	Common Stock	647	$ 0	D	Â
Restricted Stock Unit	Â (7)	Â (7)	Common Stock	624	$ 0	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	819	$ 0	D	Â
Restricted Stock Unit	Â (8)	Â (8)	Common Stock	3,448	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirkhorn Zachary C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO,Â CAÂ 94304	Â	Â	Â Chief Financial Officer	Â

Signatures

By: Aaron Beckman, Power of Attorney For: Zachary J. Kirkhorn — 03/25/2019

**Signature of Reporting Person — Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/48th of the shares subject to the option vested on February 10, 2011, and 1/48th of the shares subject to the option vested each monthly anniversary of the grant date, so that all such shares were fully vested as of January 10, 2015.

(2)

1/60th of the shares subject to the option became vested and exercisable on November 1, 2018, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option shall be fully vested as of October 1, 2023.

(3) 1/60th of the shares subject to the option became vested and exercisable on January 5, 2019, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option will be fully vested as of December 5, 2023.

(4) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2020.

(5) 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2020.

(6) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2021.

(7) 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2021.

(8) 1/20th of the total restricted stock units initially subject to this award vested on March 5, 2019 and 1/20th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of October 1, 2023.

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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