

TESLA MOTORS INC

Form 4

December 19, 2016

**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 \*  
Jurvetson Stephen T

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
TESLA MOTORS INC [TSLA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2016

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

MENLO PARK, CA 94025

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/14/2016		S		56	D	\$ 202.2
Common Stock							0
Common Stock							121,289
Common Stock							35
Common Stock							28,692

by DFJ Fd  
IX Part LP

By DFJ  
GF 06 LP  
(1)

by DFJ Fd  
X Part LP  
(2)

by DFJ  
Fund X,

Common Stock	9,983	I	L.P. <sup>(3)</sup> by DFJP GF 2006, LLC <sup>(4)</sup>
Common Stock	876	I	by DFJP X, LLC <sup>(5)</sup>
Common Stock	101,074	I	by Trust <sup>(6)</sup>

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

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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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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 by Power of Attorney For: Stephen T.  
Jurvetson

12/19/2016

\_\_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) These shares are owned directly by Draper Fisher Juvetson Growth Funds 2006, L.P.

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

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

(4) These shares are owned directly by Draper Fisher Juvetson Partners Growth Fund 2006, LLC.

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

(6) These shares are held directly by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

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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