

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Baglino Andrew D</u> <hr/> (Last) (First) (Middle) C/O TESLA, INC. 3500 DEER CREEK ROAD <hr/> (Street) PALO ALTO CA 94304 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/01/2019	3. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc. [TSLA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP Powertrain and Energy Eng.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	3,654	D	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Option (right to buy)	(1)	01/11/2026	Common Stock	979	207.85	D	
Incentive Stock Option (right to buy)	(2)	03/19/2028	Common Stock	954	313.56	D	
Incentive Stock Option (right to buy)	(3)	10/16/2028	Common Stock	3	276.59	D	
Incentive Stock Option (right to buy)	(4)	07/19/2029	Common Stock	387	258.18	D	
Non-Qualified Stock Option (right to buy)	(5)	11/10/2024	Common Stock	7,018	241.93	D	
Non-Qualified Stock Option (right to buy)	(1)	01/11/2026	Common Stock	9,335	207.85	D	
Non-Qualified Stock Option (right to buy)	(2)	03/19/2028	Common Stock	14,046	313.56	D	
Non-Qualified Stock Option (right to buy)	(3)	10/16/2028	Common Stock	10,337	276.59	D	
Non-Qualified Stock Option (right to buy)	(4)	07/19/2029	Common Stock	41,725	258.18	D	
Restricted Stock Unit	(6)	(6)	Common Stock	1,104	0.0	D	
Restricted Stock Unit	(7)	(7)	Common Stock	1,847	0.0	D	
Restricted Stock Unit	(8)	(8)	Common Stock	2,930	0.0	D	

Explanation of Responses:

- Represents a single option award grant with respect to 26,479 total shares initially. 1/48th of the total shares subject to the option became vested and exercisable on February 11, 2016 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- Represents a single option award grant with respect to 15,000 total shares initially. 1/60th of the total shares subject to the option became vested and exercisable on March 27, 2018 and 1/60th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- Represents a single option award grant with respect to 10,340 total shares initially. 1/60th of the total shares subject to the option became vested and exercisable on November 1, 2018 and 1/60th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- Represents a single option award grant with respect to 42,112 total shares initially. 1/60th of the total shares subject to the option became vested and exercisable on July 24, 2019 and 1/60th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.
- 1/16th of the total 8,827 restricted stock units initially subject to this award vested on June 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 March 5, 2020.

7. 1/16th of the 2,954 total restricted stock units initially subject to this award vested on June 5, 2018, 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 March 5, 2022.

8. 1/20th of the 3,447 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 December 5, 2023.

By: Aaron Beckman, Power of
Attorney For: Andrew D. Baglino 10/11/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an Officer of Tesla, Inc. (the "Company"), hereby constitutes and appoints Jonathan Chang, Yun Huh, Aaron Beckman and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at 47700 Kato Road, CA 94538, as of the date set forth below.

/s/Andrew D. Baglino

WITNESS

Aaron Beckman

September 27, 2019