

Tesla, Inc.  
Form 4  
February 08, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VALOR EQUITY PARTNERS, L.P., 200 S. MICHIGAN AVE SUITE 1020

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CHICAGO, IL 60604

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/06/2017		M <sup>(1)</sup>	A	\$ 9.96 5,600	D	
Common Stock	02/06/2017		S <sup>(1)</sup>	D	\$ 252.07 4,900	D	
Common Stock	02/06/2017		S <sup>(1)</sup>	D	\$ 253.364 3,300	D	
Common Stock	02/06/2017		S <sup>(1)</sup>	D	\$ 254.318 2,100	D	

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Common Stock	02/06/2017	S <sup>(1)</sup>	700	D	\$ 255.572	1,400	D	
					(5)			
Common Stock	02/06/2017	S <sup>(1)</sup>	1,300	D	\$ 256.338	100	D	
					(6)			
Common Stock	02/06/2017	S <sup>(1)</sup>	100	D	\$ 257.24	0	D	
Common Stock						225,506	I	by AJG Growth Fund <sup>(7)</sup>
Common Stock						50,886	I	by VEP II <sup>(8)</sup>

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.96	02/06/2017		M <sup>(1)</sup>	5,600	03/03/2011 03/02/2017	Common Stock	5,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gracias Antonio J. C/O VALOR EQUITY PARTNERS, L.P. 200 S. MICHIGAN AVE SUITE 1020			X	

CHICAGO, IL 60604

## Signatures

By: Jonathan Chang, Power of Attorney For: Antonio  
Gracias

02/08/2017

\_\_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) The sale transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2016.

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$251.70 to \$252.41, 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.

(2)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$252.79 to \$253.77, 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.

(3)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.82 to \$254.80, 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.

(4)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$254.925 to \$255.82, 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.

(5)

The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$255.94 to \$256.89, 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.

(6)

(7) The reporting person indirectly beneficially owns a total of 225,506 shares owned through AJG Growth Fund LLC ("AJG Growth Fund").

(8) The reporting person indirectly beneficially owns a total of 50,886 shares owned through Valor Equity Management II, LP ("VEP II").

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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