

Musk Elon
Form 3
June 25, 2010

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 Musk Elon

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/28/2010

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

Pres, Prod Architect & Chairmn

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person

☐ Form filed by More than One
Reporting Person

C/O TESLA MOTORS,
INC.,Â 3500 DEER CREEK
ROAD

(Street)

PALO ALTO,Â CAÂ 94304

(City)

(State)

(Zip)

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

2,666,666

I

By Trust

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	4,880,343	\$ (1)	I	By Trust
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	12,162,167	\$ (1)	I	By Trust
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	10,572,687	\$ (2)	I	By Trust
Series D Preferred Stock	Â (1)	Â (1)	Common Stock	4,097,877	\$ (1)	I	By Trust
Series E Preferred Stock	Â (1)	Â (1)	Common Stock	40,825,647	\$ (1)	I	By Trust
Option to Buy (Common Stock) (3)	12/04/2009	12/03/2016	Common Stock	3,355,986	\$ 6.63	D	Â
Option to Buy (Common Stock)	Â (4)	12/03/2016	Common Stock	3,335,986	\$ 6.63	D	Â
Series C Preferred Stock Warrants (right to buy) (2)	Â (5)	Â (5)	Common Stock	325,441	\$ (5)	I	By Trust

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musk Elon C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304	Â X	Â X	Â Pres, Prod Architect & Chairmn	Â

Signatures

/s/ Elon Musk 06/25/2010

__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).

- Each share of the Issuer's Series A preferred stock, Series B preferred stock, Series D preferred stock and Series E preferred stock will
- (1) automatically convert into .333333 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.
- (2) Each share of the Issuer's Series C preferred stock will automatically convert into .350013 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.
- (3)

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1/4th of the shares subject to the option became vested and exercisable on December 4, 2009 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

- (4) Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.
- (5) The warrant will be automatically net exercised by the reporting person on the effective date of Issuer's initial public offering. If not exercised, the warrant will automatically expire.

^

Remarks:

The anticipated effective date of Issuer's initial public offering is June 28, 2010.

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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