TESLA MOTORS INC
Form 4
November 23, 2016

FORM 4

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

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

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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).

(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)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/21/2016		A(1)		56 (2)	A	$ 0	56	I	by DFJ Fd IX Part LP (3)
Common Stock	11/21/2016		A(1)		35 (4)	A	$ 0	35	I	by DFJ Fd X Part LP (5)
Common Stock	11/21/2016		A(1)		90,941 (6)	A	$ 0	90,941	I	by DFJ Fund IX, LP (7)
Common	11/21/2016		A(1)		28,692	A	$ 0	28,692	I	by DFJ

Stock			(8)					Fund X, L.P. (9)
Common Stock	11/21/2016	A(1)	2,464 (10)	A	$ 0	2,464	I	by DFJ Part IX LLC (11)
Common Stock	11/21/2016	A(1)	14,975 (12)	A	$ 0	14,975	I	by DFJP GF 2006, LLC (13)
Common Stock	11/21/2016	A(1)	876 (14)	A	$ 0	876	I	by DFJP X, LLC (15)
Common Stock	11/21/2016	A(1)	46,759 (16)	A	$ 0	97,073	I	by Trust (17)

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 Owne Follo Repo 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	11/23/2016
**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)	The transactions reported on this Form 4 are exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-3 promulgated under the Exchange Act.
(2)	Received in exchange for 518 shares of SolarCity Corporation's common stock in connection with the acquisition of SolarCity by Tesla Motors, Inc. (the "Merger"). In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.
(3)	These shares are owned directly by Draper Fisher Jurvetson Fund IX Partners, L.P. The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
(4)	Received in exchange for 319 shares of SolarCity Corporation's common stock in connection with the acquisition of SolarCity by Tesla Motors, Inc. (the "Merger"). In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.
(5)	These shares are owned directly by Draper Fisher Jurvetson Fund X Partners, L.P. The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
(6)	Received in exchange for 826,745 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.
(7)	These shares are owned directly by Draper Fisher Jurvetson Fund IX, L.P. The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.
(8)	Received in exchange for 260,838 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.
(9)	These shares are owned directly by Draper Fisher Jurvetson Fund X, L.P.The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except tothe extent of his pecuniary interest therein.
(10)	Received in exchange for 22,403 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.
(11)	These shares are owned directly by Draper Fisher Jurvetson Partners IX, LLC. The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(12) Received in exchange for 136,138 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.

(13) These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, LLC. The reporting person is one of several managing directors of the general partner entities of these funds that directly hold shares and as such the reporting person may be deemed to have voting and investment power with respect to such shares. The reporting person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(14) Received in exchange for 7,970 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.

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

(16) Received in exchange for 425,088 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was $20.34 per share, and the last traded price of Tesla's common stock was $185.02 per share.

(17) These shares are held directly by the Steve and Karla Jurvetson 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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