

TESLA MOTORS INC
Form 8-K
June 03, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8 K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 31, 2016

Tesla Motors, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-34756

(Commission File Number)

91-2197729

(IRS Employer
Identification No.)

3500 Deer Creek Road

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Palo Alto, California 94304

(Address of principal executive offices, including zip code)

(650) 681-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2016, Tesla Motors, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following three proposals and the Company’s inspector of election certified the vote tabulations indicated below.

Proposal 1

The individuals listed below were elected as Class III directors at the Annual Meeting to serve on the Company’s Board of Directors for a term of three years or until their respective successors are duly elected and qualified.

| | For | Against | Abstained | Broker Non-Votes |
|----------------|------------|-----------|-----------|------------------|
| Brad W. Buss | 82,203,421 | 1,437,184 | 81,998 | 28,842,643 |
| Ira Ehrenpreis | 75,909,960 | 7,738,175 | 74,468 | 28,842,643 |

Proposal 2

Proposal 2 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year ending December 31, 2016, as described in the proxy materials. This proposal was approved.

| | For | Against | Abstained | Broker Non-Votes |
|--|-------------|---------|-----------|------------------|
| | 111,833,414 | 478,973 | 252,859 | — |

Proposal 3

Proposal 3 was a stockholder proposal regarding supermajority stockholder voting provisions, as described in the proxy materials. This stockholder proposal was not approved.

| | For | Against | Abstained | Broker Non-Votes |
|--|------------|------------|-----------|------------------|
| | 35,059,039 | 48,330,922 | 332,642 | 28,842,643 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESLA MOTORS,
INC.

By: /s/ Todd A. Maron
Todd A. Maron

General Counsel

Date: June 3, 2016