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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e) (2))**
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to Section 240.14a-11 (c) or Section 240.14a-12

TESLA, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

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NOTICE OF 2023 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 16, 2023

Dear Tesla Stockholders:

We are pleased to inform you that our 2023 Annual Meeting of Stockholders (the "2023 Annual Meeting") will be held on Tuesday, May 16, 2023, at 3:00 p.m. Central Time, both virtually via the Internet at www.meetnow.global/TESLA2023 and in person for a limited number of stockholders at Tesla's Gigafactory Texas located at 1 Tesla Road, Austin, TX 78725. For your convenience, we will also webcast the 2023 Annual Meeting live via the Internet at www.tesla.com/2023shareholdermeeting. The agenda of the 2023 Annual Meeting will be the following items of business, which are more fully described in this proxy statement:

Agenda Item

Tesla Proposals

1. A Tesla proposal to elect three Class I directors to serve for a term of three years, or until their respective successors are duly elected and qualified ("Proposal One").
2. A Tesla proposal to approve executive compensation on a non-binding advisory basis ("Proposal Two").
3. A Tesla proposal to approve the frequency of future votes on executive compensation on a non-binding advisory basis ("Proposal Three").
4. A Tesla proposal to ratify the appointment of PricewaterhouseCoopers LLP as Tesla's independent registered public accounting firm for the fiscal year ending December 31, 2023 ("Proposal Four").

Stockholder Proposals

5. A stockholder proposal regarding reporting on key-person risk, if properly presented ("Proposal Five").

Board Vote Recommendation

"FOR EACH COMPANY NOMINEE"

"FOR"

"EVERY THREE YEARS"

"FOR"

"AGAINST"

All stockholders as of the close of business on March 20, 2023 are cordially invited to attend the 2023 Annual Meeting virtually via the Internet at www.meetnow.global/TESLA2023. We will also accommodate a limited number of stockholders in person at Gigafactory Texas.

We are providing our proxy materials to our stockholders over the Internet. This reduces our environmental impact and our costs while ensuring our stockholders have timely access to this important information. Accordingly, stockholders of record at the close of business on March 20, 2023 will receive a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") with details on accessing these materials. Beneficial owners of Tesla common stock at the close of business on March 20, 2023 will receive separate notices on behalf of their brokers, banks or other intermediaries through which they hold shares.

Your vote is very important. Whether or not you plan to attend the 2023 Annual Meeting, we encourage you to read the proxy statement and vote as soon as possible. For specific instructions on how to vote your shares, please refer to the section entitled "Questions and Answers About the 2023 Annual Meeting and Procedural Matters" and the instructions on the Notice of Internet Availability or the notice you receive from your broker, bank or other intermediary.

Thank you for your ongoing support of Tesla.

Elon Musk

Robyn Denholm

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OWNERSHIP OF SECURITIES

The following table sets forth certain information regarding the beneficial ownership of Tesla's common stock, as of March 31, 2023, for the following:

- each person (or group of affiliated persons) who is known by us to beneficially own 5% of the outstanding shares of our common stock;
- each of our non-employee directors;
- each of our executive officers named in the Summary Compensation Table of this proxy statement; and
- all current directors and executive officers of Tesla as a group.

In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed to be outstanding all shares of common stock subject to options or other convertible securities held by that person or entity that are currently exercisable or exercisable within 60 days of March 31, 2023. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person. Applicable percentage ownership is based on 3,169,314,178 shares of Tesla's common stock outstanding at March 31, 2023.

Unless otherwise indicated, all persons named below can be reached at Tesla, Inc., 1 Tesla Road, Austin, Texas 78725.

<u>Beneficial Owner Name</u>	<u>Shares Beneficially Owned</u>	<u>Percentage of Shares Beneficially Owned</u>
5% Stockholders		
Elon Musk(1)	715,022,706	20.6%
The Vanguard Group(2)	217,857,401	6.9%
Blackrock, Inc.(3)	178,428,109	5.6%
Named Executive Officers & Directors		
Elon Musk(1)	715,022,706	20.6%
Zachary J. Kirkhorn(4)	2,688,930	*
Andrew Baglino(5)	1,040,304	*
Robyn Denholm(6)	1,677,480	*
Ira Ehrenpreis(7)	1,681,005	*
Joe Gebbia	111	*
Hiromichi Mizuno(8)	351,690	*
James Murdoch(9)	1,427,295	*
Kimbal Musk(10)	2,050,470	*
JB Straubel	12,660	*
Kathleen Wilson-Thompson(11)	771,255	*
All current executive officers and directors as a group (11 persons)(12)	728,328,172	20.9%

* Represents beneficial ownership of less than 1%.

- (1) Includes (i) 411,062,076 shares held of record by the Elon Musk Revocable Trust dated July 22, 2003 and (ii) 303,960,630 shares issuable to Mr. Musk upon exercise of options exercisable within 60 days after March 31, 2023. Includes 238,441,261 shares pledged as collateral to secure certain personal indebtedness.
- (2) Includes shares beneficially owned by The Vanguard Group, of which The Vanguard Group has shared voting power over 3,945,417 shares, sole dispositive power over 206,725,415 shares and shared dispositive power over 11,131,986 shares. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355. The foregoing information is based solely on Schedule 13G of The Vanguard Group filed on February 9, 2023, which we do not know or have reason to believe is not complete or accurate and on which we are relying pursuant to applicable SEC regulations.

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The 2023 Annual Meeting of Stockholders of Tesla, Inc. will be held on Tuesday, May 16, 2023 at 3:00 pm CT, both virtually via the Internet at www.meetnow.global/TESLA2023 and in person for a limited number of stockholders at Gigafactory Texas, 1 Tesla Road, Austin, TX 78725.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – Tesla, Inc.



Notice of 2023 Annual Meeting of Stockholders

Gigafactory Texas - 1 Tesla Road, Austin, TX 78725

This Proxy is Solicited on Behalf of the Board of Directors for the Annual Meeting – May 16, 2023 at 3:00 PM CT

Elon Musk and Zachary Kirkhorn, or any of them, each with the power of substitution, are hereby authorized to represent as proxies and vote with respect to the proposals set forth on the reverse side and in the discretion of such proxies on all other matters that may be properly presented for action all shares of stock of Tesla, Inc. the undersigned is entitled to vote at the Annual Meeting of Stockholders to be held virtually via the Internet at www.meetnow.global/TESLA2023 and in person for a limited number of stockholders at 3:00 pm CT on May 16, 2023, or any postponement, adjournment or continuation thereof, and instructs said proxies to vote as specified on the reverse side.

Shares represented by this proxy will be voted as directed by the stockholder. If no such directions are indicated, the Proxies will have the authority to vote FOR all nominees in Proposal 1, FOR Proposals 2 and 4 and EVERY THREE YEARS on Proposal 3, and AGAINST Proposal 5.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the annual meeting.

(Items to be voted appear on reverse side.)

B Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.

Meeting Attendance
Mark box to the right if
you plan to attend the
Annual Meeting.

