TESLA MOTORS INC
Form SC 13G/A
February 14, 2014

SCHEDULE 13G/A

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

Tesla Motors, Inc.

(Name of Issuer)

Common Stock, $0.001 par value per share

(Title of Class of Securities)

88160R 101

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

¨ Rule 13d-1(b)

¨ Rule 13d-1(c)

x Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

CUSIP No. 88160R 101

1. Names of Reporting Persons.

Elon R. Musk

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ¨ (b) x

3. SEC Use Only

4. Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With:	
5. Sole Voting Power	35,001,294 (See Item 4(a) below)
6. Shared Voting Power	35,001,294 (See Item 4(a) below)
7. Sole Dispositive Power	35,001,294 (See Item 4(a) below)
8. Shared Dispositive Power	35,001,294 (See Item 4(a) below)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

35,001,294 (See Item 4(a) below)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

27.0%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer:
Tesla Motors, Inc.

(b) Address of Issuer s Principal Executive Offices:
3500 Deer Creek Road

Palo Alto, CA 94304

Item 2.

(a) Name of Person Filing:
Elon R. Musk

(b) Address of Principal Business Office or, if none, Residence
c/o Tesla Motors, Inc., 3500 Deer Creek Road, Palo Alto, CA 94304

(c) Citizenship:
United States

(d) Title of Class of Securities:
Common Stock, $0.001 par value per share

(e) CUSIP Number:
88160R 101

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) ¨ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ¨ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ¨ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ¨ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ¨ An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E);

(f) ¨ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) ¨ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ¨ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ¨ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ¨ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 35,001,294 shares which includes (i) options to purchase 6,712,672 shares of Common Stock that are exercisable within 60 days of December 31, 2013 and (ii) 28,288,622 shares of Common Stock held by the Elon Musk Revocable Trust dated July 22, 2003.

(b) Percent of class: 27.0% (percentage ownership is calculated based on 123,090,990 shares of common stock outstanding as of December 31, 2013 and assumes that the 6,712,672 shares of common stock underlying the stock options are deemed outstanding pursuant to SEC Rule 13d-3(d)(1)(i)).

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:	35,001,294 (See Item 4(a) above)
(ii) Shared power to vote or to direct the vote:	35,001,294 (See Item 4(a) above)
(iii) Sole power to dispose or to direct the disposition of:	35,001,294 (See Item 4(a) above)
(iv) Shared power to dispose or to direct the disposition of:	35,001,294 (See Item 4(a) above)

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ¨

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2014
Date

/s/ Elon R. Musk
Elon R. Musk