

TESLA MOTORS INC  
Form S-4/A  
September 29, 2016

As filed with the Securities and Exchange Commission on September 29, 2016

Registration No. 333-213390

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

Amendment No. 3 to  
FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

TESLA MOTORS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-34756  
(Commission  
File Number)

91-2197729  
(I.R.S. Employer  
Identification Number)

**3500 Deer Creek Road**

**Palo Alto, California 94304**

**(650) 681-5000**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Todd A. Maron**

**Philip L. Rothenberg**

**Jonathan A. Chang**

**M. Yun Huh**

**Denise Ho**

**Tesla Motors, Inc.**

**3500 Deer Creek Road**

**Palo Alto, California 94304**

**(650) 681-5000**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

***Copies to:***

| 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(A) or<br>(D) Price (Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--------------------------------------|---|---|--|---|
| Common Stock                            | 09/07/2007  | Code<br>V<br>G                       | Amount<br>2,600 D   | \$ 0  | 44,396   | D   |

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

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.

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option to Buy                              | \$ 4.38  |                                      |  |                                |   | 10/23/1998 10/22/2008                                    | Common 10,000   |   |
| Option to Buy                              | \$ 3.625   |                                      |  |                                |   | 05/10/2000 05/09/2010                                    | Common 5,000  |   |
| Option to Buy                              | \$ 3.65  |                                      |  |                                |   | 05/09/2001 05/08/2011                                    | Common 5,000  |   |
| Option to Buy                              | \$ 5.5   |                                      |  |                                |   | 05/15/2002 05/14/2012                                    | Common 5,000  |   |
| Option to Buy                              | \$ 4.23  |                                      |  |                                |   | 05/03/2003 05/02/2013                                    | Common 5,000  |   |
| Option to Buy                              | \$ 7.81  |                                      |  |                                |   | 05/26/2004 05/25/2014                                    | Common 5,000  |   |
| Option to Buy                              | \$ 8.97  |                                      |  |                                |   | 05/25/2005 05/24/2015                                    | Common 5,000  |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| RACKOFF WILLIAM H<br>C/O L.B. FOSTER COMPANY<br>415 HOLIDAY DRIVE<br>PITTSBURGH, PA 15220 | X             |           |         |       |

## Signatures

William H.  
Rackoff

09/07/2007

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ext-align:left;font-size:7pt;">Loan portfolio:

Credit card  
48,655

51,135

49,642

Other  
6,857

6,406

6,309

Purchased credit-impaired loans  
4,561

4,702

4,744

Total loan portfolio  
60,073

62,243

Signatures

60,695

Total loan receivables

60,384

62,598

61,017

Allowance for loan losses

(1,634

)

(1,788

)

(1,725

)

Net loan receivables

58,750

60,810

59,292

Premises and equipment, net

572