

Kohler Herbert  
Form 3  
June 25, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â Kohler Herbert

(Last) (First) (Middle)

MERCEDESSTRASSE 137

(Street)

STUTTGART,Â 2MÂ 70327

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

06/28/2010

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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Series E Preferred Stock	Â (1)	Â (1)	Common Stock	19,901,290 (1)	\$ (1)	I	See footnote. (2)
Series F Preferred Stock	Â (1)	Â (1)	Common Stock	2,525,933 (1)	\$ (1)	I	See footnote. (2)
Right to Buy (Common Stock) (3)	05/11/2010	12/03/2016	Common Stock	33,333	\$ 6.63	I	See footnote. (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kohler Herbert MERCEDESSTRASSE 137 STUTTGART,Â 2MÂ 70327	Â X	Â	Â	Â

## Signatures

/s/ Herbert  
Kohler 06/25/2010

Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of the Issuer's Series E preferred stock and Series F preferred stock will automatically convert into .333333 of a share of common stock upon the closing of the Issuer's initial public offering, and has no expiration date.  
The shares are owned directly by Blackstar Investco LLC, which is 60% owned by Daimler North America Corporation and 40% owned by Aabar Blackstar Holdings GmbH. The reporting person is a vice president of Blackstar Investco LLC, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- (2) 1/4th of the shares subject to the option became vested and exercisable on May 11, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter. The option is held by Daimler North America Corporation, and the reporting person disclaims beneficial ownership of the shares subject to the option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- (3) 1/4th of the shares subject to the option became vested and exercisable on May 11, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter. The option is held by Daimler North America Corporation, and the reporting person disclaims beneficial ownership of the shares subject to the option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.

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### Remarks:

TheÂ anticipatedÂ effectiveÂ dateÂ ofÂ theÂ Issuer'sÂ initialÂ publicÂ offeringÂ isÂ JuneÂ 28,Â 2010.

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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