**TESLA MOTORS INC** Form 4/A

August 14, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gracias Antonio J.

2. Issuer Name and Ticker or Trading Symbol

TESLA MOTORS INC [TSLA]

5. Relationship of Reporting Person(s) to

Issuer

below)

X\_ Director

Officer (give title

(Last) (First)

3. Date of Earliest Transaction

(Check all applicable)

10% Owner

Other (specify

(Month/Day/Year) C/O VALOR EQUITY 05/14/2012

(Middle)

(Zip)

PARTNERS, 200 SOUTH MICHIGAN AVENUE, SUITE 1020

(Street)

(State)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 05/16/2012 Form filed by More than One Reporting

CHICAGO, IL 60604

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

by VEP II Ι

Common Stock

46,633 (1) (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: TESLA MOTORS INC - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gracias Antonio J. C/O VALOR EQUITY PARTNERS 200 SOUTH MICHIGAN AVENUE, SUITE 1020 CHICAGO, IL 60604	X						
O! a.t a							

# **Signatures**

Antonio J. 08/12/2013 Gracias

\*\*Signature of Reporting Person

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

In the Form 4 that was originally filed by the reporting person on May 16, 2012, due to an error in the information provided to the reporting person, the reporting person over-stated his indirect beneficial ownership of shares held by Valor Equity Management II, L.P. (VEP II). The purpose of this Amendment is solely to report that the reporting person indirectly beneficially owned through VEP II 46,633 shares as of May 14, 2012.

(2) Mr. Gracias disclaims beneficial ownership of the shares held by VEP II, except to the extent of his pecuniary interest therein.

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.

Reporting Owners 2