

TESLA MOTORS INC
Form SC 13G
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

Tesla Motors, Inc.
(Name of Issuer)

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

88160R 101
(CUSIP Number)

December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- 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 disclosure 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.)

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Blackstar Investco LLC
27-1981438

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

	5	SOLE VOTING POWER 7,475,740
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 7,475,740
	8	SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
7,475,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):
7.9%

12 TYPE OF REPORTING PERSON (See Instructions)
OO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Daimler North America Corporation
22-1760935

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 6 7 8	SOLE VOTING POWER 14,583 (See Item 4(II)(a) below) SHARED VOTING POWER 7,475,740 (See Item 4(II)(a) below) SOLE DISPOSITIVE POWER 14,583 (See Item 4(II)(a) below) SHARED DISPOSITIVE POWER 7,475,740 (See Item 4(II)(a) below)
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,490,323 (See Item 4(II)(a) below)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9% (See Item 4(II)(b) below)

12 TYPE OF REPORTING PERSON (See Instructions)

CO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Daimler AG
98-0190736

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Germany

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		7,490,323 (See Item 4(III)(a) below)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		7,490,323 (See Item 4(III)(a) below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,490,323 (See Item 4(III)(a) below)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9% (See Item 4(III)(b) below)

12 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Blackstar Holdings GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Germany

	5	SOLE VOTING POWER
		0
NUMBER OF		
SHARES		
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		0
EACH		
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		0
WITH	8	SHARED DISPOSITIVE POWER
		7,475,740

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,475,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Europe Holdings GmbH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

Austria

	5	SOLE VOTING POWER 0
NUMBER OF SHARES	6	SHARED VOTING POWER 0
BENEFICIALLY OWNED BY	7	SOLE DISPOSITIVE POWER 0
EACH REPORTING PERSON	8	SHARED DISPOSITIVE POWER 7,475,740
WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,475,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9%

12 TYPE OF REPORTING PERSON (See Instructions)

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Investments PJS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

The Emirate of Abu Dhabi, United Arab Emirates

	5	SOLE VOTING POWER
		0
NUMBER OF		
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY		
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON		
WITH	8	SHARED DISPOSITIVE POWER
		7,475,740

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,475,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9%

12 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

International Petroleum Investment Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

The Emirate of Abu Dhabi, United Arab Emirates

5 SOLE VOTING POWER
0NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH6 SHARED VOTING POWER
07 SOLE DISPOSITIVE POWER
08 SHARED DISPOSITIVE POWER
7,475,740

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

7,475,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.9%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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Item 1.

(a) Name of Issuer:

Tesla Motors, Inc.

(b) Address of Issuer's Principal Executive Offices:

3500 Deer Creek Road

Palo Alto, CA 94306

Item 2.

(a) Names of Persons Filing:

(i) Blackstar Investco LLC (“Blackstar”), (ii) Daimler North America Corporation (“DNAC”), (iii) Daimler AG (“Daimler”), (iv) Aabar Blackstar Holdings GmbH (“Aabar Holdings”), (v) Aabar Europe Holdings GmbH (“Aabar Europe”), (vi) Aabar Investments PJS (“Aabar Investments”) and (vii) International Petroleum Investment Company (“IPIC”).

(b) Address of Principal Business Office or, if none, Residence:

- Blackstar and DNAC: One Mercedes Drive, Montvale, NJ 07645.
 - Daimler: Mercedesstrasse 137, 70327 Stuttgart, Germany.
 - Aabar Holdings: Breite Straße 69, 40213 Düsseldorf, Germany.
 - Aabar Europe: Wagramer Straße 17 – 19, 1220 Wien, Austria.
- Aabar Investments: Ministry of Energy Building, Corniche Road, P.O. Box 107888, Abu Dhabi, United Arab Emirates.
- IPIC: Al Muhairy Center Office Tower, Sheikh Zayed the 1st Street, P.O. Box 7528, Abu Dhabi, United Arab Emirates.

(c) Citizenship:

- Blackstar is a Delaware limited liability company.
 - DNAC is a Delaware corporation.
 - Daimler is a German stock corporation.
- Aabar Holdings is a German limited liability company.
- Aabar Europe is an Austrian limited liability company.
- Aabar Investments is a private joint stock company established under the laws of the Emirate of Abu Dhabi, United Arab Emirates.

- IPIC is a company established under the laws of the Emirate of Abu Dhabi, United Arab Emirates; IPIC's sole shareholder is the Government of the Emirate of Abu Dhabi.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Shares")

(e) CUSIP Number:

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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:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- 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;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: __

Item Ownership

4.

Relying on information provided by the Issuer, the percentages used herein are calculated based on 94,908,370 Shares outstanding as of December 31, 2010. Blackstar is 60% owned by DNAC and 40% owned by Aabar Holdings. DNAC is a direct, wholly owned subsidiary of Daimler. Aabar Holdings is a direct, wholly owned subsidiary of Aabar Europe and Aabar Europe is a direct, wholly owned subsidiary of Aabar Investments. Representatives of IPIC constitute a majority of the board of directors of Aabar Investments.

Blackstar beneficially owns 7,475,740 Shares and DNAC beneficially owns 14,583 Shares (See item 4(II)(a) below). Each of DNAC, Daimler, Aabar Holdings, Aabar Europe, Aabar Investments and IPIC may be deemed to beneficially own the 7,475,740 Shares beneficially owned by Blackstar, and Daimler may also be deemed to beneficially own the 14,583 Shares beneficially owned by DNAC, each as set forth below.

I. Blackstar:

- (a) Amount beneficially owned: 7,475,740

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(b) Percent of class: 7.9%

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

(i)	Sole power to vote or direct the vote:	7,475,740
(ii)	Shared power to vote or direct the vote:	0
(iii)	Sole power to dispose or direct the disposition of:	7,475,740
(iv)	Shared power to dispose or direct the disposition of:	0

II. DNAC:

(a) Amount beneficially owned: 7,490,323 (includes (a) options to purchase 14,583 Shares that are exercisable within 60 days of December 31, 2010 and (ii) 7,475,740 Shares beneficially owned by Blackstar)

(b) Percent of class: 7.9% (percentage ownership assumes that the 14,583 Shares underlying the stock options are deemed outstanding pursuant to Rule 13d-3(d)(1)(i))

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

(i)	Sole power to vote or direct the vote:	14,583 (See Item 4(II)(a) above)
(ii)	Shared power to vote or direct the vote:	7,475,740 (See Item 4(II)(a) above)
(iii)	Sole power to dispose or direct the disposition of:	14,583 (See Item 4(II)(a) above)
(iv)	Shared power to dispose or direct the disposition of:	7,475,740 (See Item 4(II)(a) above)

III. Daimler:

(a) Amount beneficially owned: 7,490,323 (includes (a) options held by DNAC to purchase 14,583 Shares that are exercisable within 60 days of December 31, 2010 and (ii) 7,475,740 Shares beneficially owned by Blackstar)

(b) Percent of class: 7.9% (percentage ownership assumes that the 14,583 Shares underlying the stock options are deemed outstanding pursuant to Rule 13d-3(d)(1)(i))

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

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or direct the vote:	7,490,323 (See Item 4(III)(a) above)
(iii)	Sole power to dispose or direct the disposition of:	0
(iv)	Shared power to dispose or direct the disposition of:	7,490,323 (See Item 4(III)(a) above)

IV. Aabar Holdings:

(a) Amount beneficially owned: 7,475,740

(b) Percent of class: 7.9%

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

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or direct the vote:	0
(iii)	Sole power to dispose or direct the disposition of:	0
(iv)	Shared power to dispose or direct the disposition of:	7,475,740

V. Aabar Europe:

(a) Amount beneficially owned: 7,475,740

(b) Percent of class: 7.9%

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

(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or direct the vote:	0
(iii)	Sole power to dispose or direct the disposition of:	0
(iv)	Shared power to dispose or direct the disposition of:	7,475,740

VI. Aabar Investments:

(a)	Amount beneficially owned:	7,475,740
(b)	Percent of class:	7.9%
(c)	Number of shares as to which such person has:	
(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or direct the vote:	0
(iii)	Sole power to dispose or direct the disposition of:	0
(iv)	Shared power to dispose or direct the disposition of:	7,475,740

VII. IPIC:

(a)	Amount beneficially owned:	7,475,740
(b)	Percent of class:	7.9%

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(c)	Number of shares as to which such person has:	
(i)	Sole power to vote or direct the vote:	0
(ii)	Shared power to vote or direct the vote:	0
(iii)	Sole power to dispose or direct the disposition of:	0
(iv)	Shared power to dispose or direct the disposition of:	7,475,740

ItemOwnership Five Percent or Less of a Class

5.

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 5 percent of the class of securities, check the following [].

ItemOwnership of More than Five Percent on Behalf of Another Person

6.

Not Applicable

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company or Control Person

Not Applicable

ItemIdentification and Classification of Members of the Group

8.

Not Applicable

ItemNotice of Dissolution of Group

9.

Not Applicable

ItemCertification

10.

Not Applicable

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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.

Dated: February 14, 2011

BLACKSTAR INVESTCO LLC

/s/ Ruben Simmons

Name: Ruben Simmons
Title: President

/s/ Alexander Nediger

Name: Alexander Nediger
Title: Assistant Secretary

DAIMLER NORTH AMERICA
CORPORATION

/s/ Ruben Simmons

Name: Ruben Simmons
Title: President

/s/ Frank Wetter

Name: Frank Wetter
Title: Treasurer

DAIMLER AG

/s/ Herbert Kohler

Name: Prof. Herbert Kohler
Title: Vice President of Group
Research &
Advanced Engineering e-drive
& Future Mobility

/s/ Edgar Krökel

Name: Dr. Edgar Krökel
Title: Vice President, Mergers &
Acquisitions/
Corporate Real Estate

AABAR BLACKSTAR HOLDINGS GMBH

/s/ Georg Thoma

Name: Georg Thoma
Title: Managing Director

/s/ Richard Stockum

Name: Richard Stockum
Title: Managing Director

AABAR EUROPE HOLDINGS GMBH

/s/ Mohamed Badawy Al-Husseiny

Name: Mohamed Badawy
Al-Husseiny
Title: Director

AABAR INVESTMENTS PJS

/s/ Khadem Al Qubaisi

Name: Khadem Al Qubaisi
Title: Chairman

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INTERNATIONAL PETROLEUM
INVESTMENT COMPANY

/s/ Khadem Al Qubaisi

Name: Khadem Al Qubaisi

Title: Managing Director

INDEX TO EXHIBITS

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No.

99.1 Joint Filing Statement, dated February 14, 2011, between Blackstar Investco LLC, Daimler North America Corporation, Daimler AG, Aabar Blackstar Holdings GmbH, Aabar Europe Holdings GmbH, Aabar Investments PJS and International Petroleum Investment Company.