► See separate instructions.

nepolangi	33401				
1 Issuer's name				2 Issuer's employer identification number (EIN)	
Tesla, Inc.				91-2197729	
3 Name of contact for add	litional information	4 Telephon	e No. of contact	5 Email address of contact	
Zachery Jones, Associate Gen. Counsel (650) 681-5000				zajones@tesla.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact				7 City, town, or post office, state, and ZIP code of contact	
3500 Deer Creek Road		0 0100	Continue and dependention	Palo Alto, California 94304	
8 Date of action		9 Class	sification and description		
May 16, 2019		Commor	Stock		
10 CUSIP number	11 Serial number(s		12 Ticker symbol	13 Account number(s)	
		-)	, ,		
88160R101			TSLA		
	onal Action Attac	h additiona	statements if needed. Se	ee back of form for additional questions.	
14 Describe the organizat	ional action and, if a	pplicable, the	e date of the action or the da	te against which shareholders' ownership is measured for	
the action ► See atta	achment.				
15 Describe the quantitat	ive effect of the orac	nizational act	ion on the basis of the secur	ity in the hands of a U.S. taxpayer as an adjustment per	
share or as a percenta					
	90 01 010 2000 F	e attachmer	Ι Ι .		
	-	asis and the	data that supports the calcul	ation, such as the market values of securities and the	
valuation dates \blacktriangleright See	attachment.				

Form 8	937 (12-2017)	Page 2			
Part	Organizational Action (continued)				
17	List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is ba	sed ► See attachment.			
18	Can any resulting loss be recognized? See attachment.				
19	Provide any other information necessary to implement the adjustment, such as the reportable tax year \blacktriangleright	Soo attachmont			
10					
	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and stater belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which	nents, and to the best of my knowledge and			
Sign		preparer has any knowledge.			
Sign Here					
	Signature Date				
	Print your name Title				
Daid	Print/Type propagaris name Prepagaris signature Date	Chock if PTIN			
Paid	The parents in an end of the parents is a signature with the Richard State (1994)				

 Paid Preparer Use Only
 Print Type preparer share
 Preparer signature
 Date
 Check if 5/16/2019
 P1IN P00743466

 Firm's name
 KPMG LLP
 Firm's address
 3975 Freedom Circle Drive, Suite 100 Santa Clara, CA 95054
 Firm's EIN ►
 13-5565207

 Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
 Phone no.
 (408) 367-5764

Tesla, Inc. EIN 91-2197729

ATTACHMENT TO FORM 8937 – PART II REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Acquisition (as defined below) on the tax basis of Target (as defined below) stock exchanged for Tesla (as defined below) stock and cash received in the Acquisition. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither Tesla nor Target provides tax advice to its shareholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to shareholders and their tax advisers when establishing their specific tax position. You are urged to consult your own tax adviser regarding the particular consequences of the Acquisition to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws.

Form 8937, Part II, Box 14:

On May 16, 2019 (the "Closing Date"), upon the terms and subject to the conditions set forth in the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 3, 2019, among Tesla, Inc. ("Tesla"), Maxwell Technologies, Inc. ("Target"), and Cambria Acquisition Corp., a wholly-owned subsidiary of Tesla ("Acquisition Sub"), and in accordance with applicable law, the following events occurred: Acquisition Sub merged with and into Target with Target surviving as a wholly-owned subsidiary of Tesla, Inc. ("the Acquisition"). The Acquisition is considered an integrated transaction pursuant to a plan of reorganization and is treated as a tax-deferred reorganization within the meaning of IRC Section 368(a). Additional detail is available upon request.

Form 8937, Part II, Box 15:

The shareholders of Target will have a carryover basis in the stock received (i.e., stock of Tesla) equal to the basis in the stock relinquished (i.e., stock of Target) subject to any nonqualifying consideration received. For further explanation, see Question 16. A., below.

Form 8937, Part II, Box 16:

Under IRC Section 358, the basis of Tesla stock received by Target shareholders will have the same basis as the Target stock surrendered in the exchange, less cash received (if any), plus any gain recognized on the exchange.

Form 8937, Part II, Box 17:

IRC Sections 354, 358, 368, 1032, and 1223

Form 8937, Part II, Box 18:

Under IRC Section 358, gain, but not loss, can be recognized.

Form 8937, Part II, Box 19:

The stock basis adjustments are generally taken into account in the tax year of the shareholder in which the Acquisition occurred.