

TESLA MOTORS INC  
Form 8-K  
February 26, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**

**February 26, 2014**

**Tesla Motors, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-34756**  
**(Commission**  
  
**File Number)**

**91-2197729**  
**(IRS Employer**  
  
**Identification No.)**

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**3500 Deer Creek Road**

**Palo Alto, California 94304**

**(Address of principal executive offices, including zip code)**

**(650) 681-5000**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On February 26, 2014, Tesla Motors, Inc. (the Company ) issued a press release announcing an underwritten registered public offering of \$1.6 billion aggregate principal amount of convertible senior notes, comprised of \$800.0 million aggregate principal amount of convertible senior notes due 2019 and \$800.0 million aggregate principal amount of convertible senior notes due 2021. In addition, the Company intends to grant the underwriters 30-day options to purchase up to an additional \$120.0 million in aggregate principal amount of convertible senior notes due 2019 and up to an additional \$120.0 million in aggregate principal amount of convertible senior notes due 2021.

The press release announcing the public offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press release issued by Tesla Motors, Inc. dated February 26, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TESLA MOTORS, INC.**

By: /s/ Deepak Ahuja  
**Deepak Ahuja**

**Chief Financial Officer**

Date: February 26, 2014

**EXHIBIT INDEX**

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