

Tesla, Inc.
Form 8-K
June 06, 2018

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)

June 5, 2018

Tesla, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 001-34756 | 91-2197729 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2018, Tesla, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the following four proposals and the Company’s inspector of election certified the vote tabulations indicated below.

Proposal 1

The individuals listed below were elected as Class II directors at the Annual Meeting to serve on the Company’s Board of Directors (the “Board”) for a term of three years or until their respective successors are duly elected and qualified.

| | For | Against | Abstained | Broker Non-Votes |
|-----------------|------------|------------|-----------|------------------|
| Antonio Gracias | 91,793,398 | 11,248,751 | 189,179 | 37,253,258 |
| James Murdoch | 93,272,161 | 9,681,802 | 277,365 | 37,253,258 |
| Kimbal Musk | 97,015,554 | 6,038,489 | 177,285 | 37,253,258 |

The votes cast for Mr. Gracias, Mr. Murdoch and Mr. Kimbal Musk constituted approximately 88.9%, 90.4% and 94.0%, respectively, of all shares entitled to vote on these matters and present in person or represented by proxy at the Annual Meeting.

Proposal 2

Proposal 2 was a management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, as described in the proxy materials. This proposal was approved.

| | For | Against | Abstained | Broker Non-Votes |
|--|-------------|---------|-----------|------------------|
| | 139,365,503 | 699,538 | 419,545 | - |

The votes cast to ratify the appointment of the Company’s independent registered public accounting firm for fiscal year 2018 constituted approximately 99.2% of all shares entitled to vote on this matter and present in person or represented by proxy at the Annual Meeting.

Proposal 3

Proposal 3 was a stockholder proposal to require that the Chair of the Board be an independent director. This stockholder proposal was not approved.

| For | Against | Abstained | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 16,671,984 | 86,036,801 | 522,543 | 37,253,258 |

The votes cast for this stockholder proposal constituted approximately 16.2% of all shares entitled to vote on this matter and present in person or represented by proxy at the Annual Meeting. The votes cast against this stockholder proposal constituted approximately 83.3% of all shares entitled to vote on this matter and present in person or represented by proxy at the Annual Meeting.

Proposal 4

Proposal 4 was a stockholder proposal regarding proxy access. This stockholder proposal was not approved.

| For | Against | Abstained | Broker Non-Votes |
|------------|------------|-----------|------------------|
| 25,806,887 | 76,721,191 | 703,250 | 37,253,258 |

The votes cast for this stockholder proposal constituted approximately 25.0% of all shares entitled to vote on this matter and present in person or represented by proxy at the Annual Meeting. The votes cast against this stockholder proposal constituted approximately 74.3% of all shares entitled to vote on this matter and present in person or represented by proxy at the Annual Meeting.

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, INC.

By: /s/ Todd A. Maron
Todd A. Maron

General Counsel

Date: June 6, 2018