

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

FORM D

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response 16.00

SEC Mail Processing Section MAR 09 2008

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (N) check if this is an amendment and name has changed, and indicate change. Sale and Issuance of Secured Convertible Promissory Notes and Warrants... Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE. Type of Filing: New Filing, Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer. Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Tesla Motors, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Include Area Code) 1050 Bing Street, San Carlos, California 94070 (650) 413-4000



Brief Description of Business Developer and Manufacturer of Electric Cars. Type of Business Organization: corporation, limited partnership, already formed, other, business trust, limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: 07/03 Actual Estimated. Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE THOMSON FINANCIAL)

GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Eberhard, Martin

Business or Residence Address (Number and Street, City, State, Zip Code)

300 Allen Road, Woodside, California 94062

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Elon Musk Revocable Trust dated July 22, 2003

Business or Residence Address (Number and Street, City, State, Zip Code)

1310 E. Grand Avenue, El Segundo, California 90245

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Musk, Elon

Business or Residence Address (Number and Street, City, State, Zip Code)

1310 E. Grand Avenue, El Segundo, California 90245

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Tarpenning, Marc

Business or Residence Address (Number and Street, City, State, Zip Code)

75 Tum Suden Way, Woodside, California 94062

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

VantagePoint Venture Partners IV (Q), L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o VantagePoint Venture Partners, 1001 Bayhill Drive, Suite 300, San Bruno, California 94066

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Drori, Ze'ev

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tesla Motors, Inc., 1050 Bing Street, San Carlos, California 94070

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Ehrenpreis, Ira

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Technology Partners, 550 University Avenue, Palo Alto, California 94301

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Gracias, Antonio

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Valor Equity Partners, 200 South Michigan Avenue, Suite 1020, Chicago, Illinois 60604

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Marver, Jim

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o VantagePoint Venture Partners, 1001 Bayhill Drive, Suite 300, San Bruno, California 94066

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Musk, Kimbal

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tesla Motors, Inc., 1050 Bing Street, San Carlos, California 94070

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Westly, Steve

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o The Westly Group, 2750 Sand Hill Road, Menlo Park, California 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Yoler, Laurie

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o GrowthPoint Technology Partners, LLC, 835 Page Mill Road, Palo Alto, California 94304

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$1,000.00
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	<u>\$39,918,043.09</u>	<u>\$31,871,479.77</u>
Equity.....	<u>\$0.00</u>	<u>\$0.00</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred Stock		
Convertible Securities (Warrants).....	<u>\$81,956.91</u>	<u>\$65,436.23</u>
Partnership Interests.....	<u>\$0.00</u>	<u>\$0.00</u>
Other (Specify _____).....	<u>\$0.00</u>	<u>\$0.00</u>
Total	<u>\$40,000,000.00</u>	<u>\$31,936,916.00</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>42</u>	<u>\$31,936,916.00</u>
Non-accredited Investors.....	<u>0</u>	<u>\$0.00</u>
Total (for filings under Rule 504 only)	_____	

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	_____
Regulation A.....	_____	_____
Rule 504.....	_____	_____
Total	_____	_____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	<u>\$0.00</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	<u>\$0.00</u>
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$120,000.00</u>
Accounting Fees.....	<input type="checkbox"/>	<u>\$0.00</u>
Engineering Fees.....	<input type="checkbox"/>	<u>\$0.00</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	<u>\$0.00</u>
Other Expenses (identify): <u>Blue Sky Filing Fees</u>	<input checked="" type="checkbox"/>	<u>\$1,375.00</u>
Total	<input checked="" type="checkbox"/>	<u>\$121,375.00</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Purchase of real estate	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00
Repayment of indebtedness.....	<input type="checkbox"/> \$0.00	<input type="checkbox"/>
Working capital	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$39,878,625.00
Other (specify): _____		
_____	<input type="checkbox"/> \$0.00	<input type="checkbox"/> \$0.00

Column Totals	<input type="checkbox"/> \$0.00	<input checked="" type="checkbox"/> \$39,878,625.00
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$39,878,625.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Tesla Motors, Inc.	Signature 	Date February 22, 2008
Name of Signer (Print or Type) Craig Harding	Title of Signer (Print or Type) Secretary	

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)