

January 14, 2025

VIA STAFF ONLINE FORM

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549-7010

RE: Stockholder Proposal Submitted by Nia Impact Capital

Ladies and Gentlemen:

Tesla, Inc. (the “Company” or “Tesla”) is submitting this letter to notify the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude a stockholder proposal (the “Proposal”) from its proxy materials to be distributed in connection with its 2025 annual meeting of stockholders (the “Proxy Materials”). Nia Impact Capital, on behalf of Kristin Hull (the “Proponent”), acted as lead filer for the proposal, and Proxy Impact, on behalf of Broz Family Investments, LLC and LONGVIEW LARGE CAP 500 INDEX FUND, through Amalgamated Bank, its Trustee, co-filed the Proposal.

The Company respectfully requests that the Staff advise the Company that it will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its Proxy Materials for the reasons discussed below. In accordance with relevant Staff guidance, the Company is submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company is simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal for its Proxy Materials.

Rule 14a-8(k) and Section E of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the stockholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if it submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to the Company.

Proposal

The Proposal sets forth the following resolution:

RESOLVED, Shareholders request that the Board of Directors report to investors about how and how often the Compensation Committee reviews the Company’s human capital management practices. It is also suggested that the Board describe for investors any changes in Company policy or practice related to human capital management the Board has suggested or directed within the last five years.

A copy of the Proposal is attached hereto as Exhibit A.

Basis for Exclusion

The Company respectfully requests that the Staff concur in our view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal. The Company’s existing policies, practices and public disclosures compare favorably with the guidelines of the Proposal. Moreover, upon receipt of the Proposal and after discussion between management and members of the Company’s Board of Directors (the “Board”), the Company has determined to take additional steps to implement Proposal by including additional disclosures on the Compensation Committee’s oversight of the Company’s human capital management practices, including how and how often the Compensation Committee reviews such practices, in the Company’s upcoming Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (the “2024 Form 10-K”).

Rule and Analysis

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “[1983 Release](#)”); Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. See 1983 Release.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal. See, e.g., *IDACORP, Inc.* (Apr. 1, 2022); *Edison Int’l* (Feb. 23, 2022); *JPMorgan Chase & Co.* (Feb. 5, 2020); *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont’l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder System, Inc.* (Feb. 11, 2015).

The Staff also has granted relief where a company satisfied a proposal’s “essential objective,” despite not achieving full compliance with the proposal’s specific directives. See, e.g., *Alliant Energy Corp.* (Mar. 30, 2023) (granting relief for a proposal that requested a report on the company’s progress toward its 2050 net zero goal, where the company had disclosed the requested information in an ESG performance summary, and a climate report and on its website); *Starbucks Corp.* (Jan. 19, 2022) (granting relief for a proposal that requested the written and oral content of employee training materials or a report on the findings of a workplace non-discrimination audit, where the company’s publicly disclosed reports and disclosures, including its civil rights assessment, global human rights statement, standards of business conduct, and annual global environmental and social impact report, described the company’s implementation and oversight of employee training, including with respect to civil rights and non-discrimination in the workplace); *Exelon Corp.* (Feb. 26, 2010) (granting relief where a proposal requested a detailed accounting of political contributions, but the company had a preexisting set of guidelines and contribution disclosures already available). In addition, a proposal requesting a report has been determined by the Staff as “substantially implemented” where the company has made the subject matter of the requested report available publicly, such as on its website. See, e.g., *Mondelēz International, Inc.* (Mar. 7, 2014) (granting relief for a proposal requesting an assessment of human rights-related supply chain risks, where relevant information was available on the company’s website).

Tesla has substantially implemented the Proposal, the essential objective of which is to provide information on how the Compensation Committee of the Board oversees human capital management. As noted in the Proposal’s supporting statement, “Tesla’s Compensation Committee Charter states [...] that: The Committee shall assist the Board in administering and overseeing [...] human capital management practices related to the Company’s talent generally (including how the Company recruits, develops and retains diverse talent).” The Proposal goes on to state, however, that “[h]ow the Compensation Committee implements its fourth purpose, of human capital management review, is not further detailed in the Compensation Committee Charter.” This is incorrect, as Tesla already provides investors with this information.

As required by Item 101(c)(2)(ii) of Regulation S-K, Tesla’s Annual Report on Form 10-K regularly includes a “description of the registrant’s human capital resources, including the number of persons employed by the registrant, and any human capital measures or objectives that the registrant focuses on in managing the business (such as, depending on the nature of the registrant’s business and workforce, measures or objectives that address the development, attraction and retention of personnel).” In particular on pages 13-14 of the Company’s Form 10-K for the Fiscal Year Ended December 31, 2023, the Company discloses its human capital resources, including a description of the Company’s anti-harassment training. This information is updated yearly as human capital resources and administration changes.

With respect to Board-level oversight of human capital management specifically, the Compensation Committee section of the Company’s Definitive Proxy Statement on Schedule 14A for the 2024 Annual Meeting of Stockholders explains that the Compensation Committee is responsible for “reviewing human capital management practices related to Tesla’s talent generally (including how Tesla recruits, develops and retains diverse talent).”

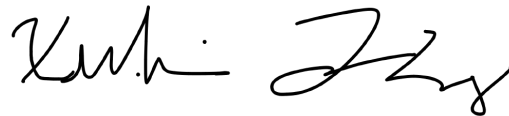
While the Company believes these disclosures are adequate, as discussed above, the Company has decided to disclose additional information to the public “about how and how often the Compensation Committee reviews the Company’s human capital management practices.” Thus, Tesla’s 2024 Form 10-K will further address the Proposal’s essential objective. The Company anticipates that the 2024 Form 10-K will be published prior to March 3, 2025. Therefore, while the Company is submitting this no-action request to address the timing requirements of Rule 14a-8(j), we will supplementally notify the Staff and the lead Proponent after publication of the 2024 Form 10-K. The Staff consistently has granted no-action relief under Rule 14a-8(i)(10) where a company has notified the Staff of the actions expected to be taken that will substantially implement the proposal and then supplements its request for no-action relief by notifying the Staff after those actions have been taken. See, e.g., *United Continental Holdings, Inc.* (Apr. 13, 2018); *United Technologies Corp.* (Feb. 14, 2018); *The Southern Co.* (Feb. 24, 2017); *Mattel, Inc.* (Feb. 3, 2017); *The Wendy’s Co.* (Mar. 2, 2016); *Visa Inc.* (Nov. 14, 2014) (each granting relief where the company notified the Staff of its intention to omit a stockholder proposal as substantially implemented and the company supplementally notified the Staff of a subsequent action).

Given the Company’s existing disclosures and planned additional disclosures, the Company has satisfied the Proposal’s essential objective. Therefore, the Company believes that the Proposal has been substantially implemented and may be excluded pursuant to Rule 14a-8(i)(10).

Conclusion

The Company respectfully requests that the Staff concur that it will take no action if the Company excludes the Proposal from the Proxy Materials. If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that the Company may exclude the Proposal from its Proxy Materials, please do not hesitate to contact me at cassie.zhang@tesla.com. In addition, should the Proponent choose to submit any response or other correspondence to the Commission, we request that the Proponent concurrently submit that response or other correspondence to the Company, as required pursuant to Rule 14a-8(k) and SLB 14D, and copy the undersigned.

Sincerely,



Xuehui Cassie Zhang
Associate General Counsel

cc:
Kristin Hull
Nia Impact Capital
Proxy Impact
Amalgamated Bank

EXHIBIT A



December 12, 2024

Tesla, Inc.
1 Tesla Road
Austin, Texas 78725
Attention: Legal Department — Shareholder Mail

Re: Shareholder proposal for 2025 Annual Shareholder Meeting

Dear Tesla Legal Department,

Nia Impact Capital is filing a shareholder proposal on behalf of Kristin Hull ("Proponent"), a shareholder of Tesla, Inc. (Tesla), for action at the next annual meeting of Tesla. The Proponent submits the enclosed shareholder proposal for inclusion in Tesla's 2025 proxy statement, for consideration by shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Nia Impact Capital is the lead filer for the Proposal and may be joined by other shareholders as co-filers.

Kristin Hull has continuously beneficially owned, for at least two years as of the date hereof, at least \$15,000 worth of the Company's common stock.

A letter from the Proponent authorizing Nia Impact Capital to act on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

Nia Impact Capital and Kristin Hull are available to meet with the Company via teleconference on January 8, 2025, at 2:00 pm CST or January 9, 2025, at 11:00 am CST. Any co-filers have authorized Nia Impact Capital to conduct the initial engagement meeting, but may participate subject to their availability.

Kristin Hull can be contacted at [REDACTED]

We are available to discuss this issue and appreciate the opportunity to engage and seek to resolve the Proponent's concerns. Please send future correspondence and communications regarding this proposal to my representative Paloma Mate-Kodjo who can be contacted at [REDACTED].

Sincerely,

A handwritten signature in dark ink that reads "Kristin Hull".

Kristin Hull
Founder, CEO



Nia Impact Capital

Encl: Authorization letter

December 12, 2024

Tesla, Inc.
1 Tesla Road
Austin, Texas 78725
Attention: Legal Department — Shareholder Mail

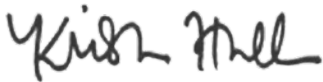
Dear Tesla Legal Department,

I hereby authorize Nia Impact Capital to file a shareholder resolution on Kristin Hull's behalf for the Tesla, Inc. 2025 annual shareholder meeting. The proposal requests that the Tesla Board report on its oversight of the company's human capital management practices.

Kristin Hull supports this proposal and gives Nia Impact Capital full authority to engage with the company on its behalf regarding the proposal and the underlying issues, and to negotiate a withdrawal of the proposal to the extent the representative views the company's actions as responsive. Kristin Hull intends to hold the requisite number of shares required by Rule 14a-8 through the 2025 annual meeting.

Kristin Hull understands that she may be identified on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

A handwritten signature in black ink that reads "Kristin Hull". The signature is written in a cursive, slightly slanted style.

Kristin Hull

WHEREAS:

Human capital management is one of the most complex and important components of any business. Employees need to be trained, motivated, and engaged to do high quality and innovative work. A 2024 meta-analysis found companies with human capital management programs that encourage inclusive and equitable workplaces experience benefits that include increased innovation, enhanced employee engagement and satisfaction, and improved decision-making.¹

There have been serious lawsuits alleging harassment and discrimination within Tesla's factories, including:

- In 2024 nearly 6,000 Black Tesla employees were granted temporary permission to proceed with a class action suit for failing to address harassment and discrimination. Employees have alleged that complaints to the Tesla human resources department went unanswered.²
- A U.S. Equal Employment Opportunity Commission's lawsuit that alleges Black employees at Tesla's Fremont, California manufacturing facilities have experienced pervasive racial discrimination was filed in September 2023.³
- The California's Department of Fair Employment and Housing sued Tesla after receiving hundreds of complaints that employees were subjected to racial slurs; segregated and discriminated against in job assignments, pay, and promotion; and faced retaliation when they reported their experiences.⁴

Harassment and discrimination allegations appear to be present-day, ongoing problems for Tesla. In June 2024, a new lawsuit was filed by 14 current and former Tesla workers alleging race-based harassment, discrimination, and retaliation in California.⁵ Allegations have also been made of similar working conditions in the Austin Gigafactory.⁶

Serious human capital oversight concerns also exist surrounding worker safety; it has been alleged that the worker injury rate at the Austin Gigafactory is almost 5 percent.⁷ In addition, a 2022 *Forbes* article claimed that Tesla had had more workplace safety violations and infractions over the previous three years than all other automakers in the U.S. combined.⁸

¹

https://www.researchgate.net/publication/380115625_ENHANCING_ORGANIZATIONAL_PERFORMANCE_THROUGH_DIVERSITY_AND_INCLUSION_INITIATIVES_A_META-ANALYSIS

² <https://www.hcamag.com/us/news/general/nearly-6000-black-employees-at-tesla-allowed-to-collectively-sue-for-discrimination-harassment/479491>

³ <https://www.eeoc.gov/newsroom/eeoc-sues-tesla-racial-harassment-and-retaliation>

⁴ <https://qz.com/2126548/why-is-california-suing-tesla/>

⁵ https://www.lawyersandsettlements.com/legal-news/california_labor_law/lawsuit-alleges-tesla-racism-rampant-in-california-factories-23941.html

⁶ <https://jalopnik.com/sexual-harassment-racial-discrimination-and-dangerous-1851659823>

⁷ <https://www.theverge.com/2023/11/21/23971138/tesla-gigafactory-austin-texas-injury-reports-robot-claw-explosion>

The Board appears to be providing insufficient oversight of Tesla's workplace environment and the effectiveness of its human resources systems.

Tesla's Compensation Committee Charter states under the heading of 'Purpose' that: The Committee shall assist the Board in administering and overseeing (i) the Company's compensation policies, plans and benefit programs, (ii) the compensation of the Company's executive officers and members of the Board, (iii) the administration of the Company's employee benefit plan and (iv) review of the human capital management practices related to the Company's talent generally (including how the Company recruits, develops and retains diverse talent).⁹

How the Compensation Committee implements its fourth purpose, of human capital management review, is not further detailed in the Compensation Committee Charter.

RESOLVED: Shareholders request that the Board of Directors report to investors about how and how often the Compensation Committee reviews the Company's human capital management practices. It is also suggested that the Board describe for investors any changes in Company policy or practice related to human capital management the Board has suggested or directed within the last five years.

⁸ <https://www.forbes.com/sites/alanohnsman/2022/06/06/elon-musk-has-lots-to-say-about-workers-at-tesla-which-continues-to-lead-us-carmakers-in-safety-violations/>

⁹ <https://digitalassets.tesla.com/tesla-contents/image/upload/IR-Compensation-Committee-Charter>