

Tesla, Inc.
Form SC 13G
March 28, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Tesla, Inc.
(Name of Issuer)

Common Stock, 0.001 par value per share
(Title of Class of Securities)

88160R 101
(CUSIP Number)

March 24, 2017
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 88160R 101 13G

NAME OF REPORTING PERSON

1.

Tencent Holdings Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2. (a)

(b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Cayman Islands

NUMBER OF SOLE VOTING POWER

5.

SHARES 0

BENEFICIALLY SHARED VOTING POWER

6.

OWNED BY 8,167,544

EACH SOLE DISPOSITIVE POWER

7.

REPORTING 0

PERSON

WITH SHARED DISPOSITIVE POWER

8.

8,167,544

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

8,167,544

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

5.0%

TYPE OF REPORTING PERSON

12.

CO

CUSIP No. 88160R 101 13G

NAME OF REPORTING PERSON

- 1.**
Huang River Investment Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- 2.** (a)

(b)

- 3.** SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

- 4.**
British Virgin Islands

NUMBER OF SOLE VOTING POWER

- 5.**
SHARES 0

BENEFICIALLY SHARED VOTING POWER

- 6.**
OWNED BY 8,167,544

SOLE DISPOSITIVE POWER

- 7.**
EACH 0

REPORTING

PERSON SHARED DISPOSITIVE POWER

- 8.**
WITH 8,167,544

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,167,544

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.0%

12. TYPE OF REPORTING PERSON

CO

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Item 1(a).

Name of Issuer:

Tesla, Inc.

Item 1(b).

Address of Issuer's Principal Executive Offices:

3500 Deer Creek Road, Palo Alto, CA 94304

Item 2(a).

Name of Person Filing:

Tencent Holdings Limited

Huang River Investment Limited

Item 2(b).

Address of Principal Business Office or, if None, Residence:

The address of the principal business office of Tencent Holdings Limited is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The address of the principal business office of Huang River Investment Limited is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands.

Item 2(c).

Citizenship:

Tencent Holdings Limited – Cayman Islands

Huang River Investment Limited – British Virgin Islands

Item 2(d).

Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e).

CUSIP Number:

88160R 101

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

(a) Amount beneficially owned: 8,167,544 shares.

The 8,167,544 shares of Issuer common stock were acquired by the reporting persons in a registered offering of common stock by the Issuer on March 17, 2017 and through open market purchases, for an aggregate purchase price of \$1,777,842,836 (including commission).

(b) Percent of class: 5.0%. Percent of class determined based on 163,097,130 shares of the Issuer outstanding (based on the Issuer's reported common stock outstanding in its prospectus supplement for the offering of 1,335,878 shares of its common stock filed March 17, 2017 and the reported issuance by the Issuer of 1,536,259 shares of its common stock in its report on Form 8-K filed March 22, 2017).

Tencent Holdings Limited may be deemed to have beneficial ownership of the 8,167,544 shares of the reported securities directly beneficially owned by Huang River Investment Limited, its direct wholly-owned subsidiary.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 8,167,544

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 8,167,544

Item 5.

Ownership of Five Percent or Less of a Class.

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Item 4(b).

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of

the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 28, 2017

TENCENT HOLDINGS
LIMITED

By: /s/ James Mitchell
Name: James Mitchell
Title: Authorized Signatory

HUANG RIVER
INVESTMENT LIMITED

By: /s/ James Mitchell
Name: James Mitchell
Title: Authorized Signatory

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JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees that (i) this statement on Schedule 13G has been adopted and filed on behalf of each of them and (ii) all future amendments to such statement on Schedule 13G will, unless written notice to the contrary is delivered as described below, be jointly filed on behalf of each of them. This agreement may be terminated with respect to the obligations to jointly file future amendments to such statement on Schedule 13G as to any of the undersigned upon such person giving written notice thereof to each of the other persons signatory hereto, at the principal office thereof.

Date: March 28, 2017

TENCENT HOLDINGS
LIMITED

By: /s/ James Mitchell
Name: James Mitchell
Title: Authorized Signatory

HUANG RIVER
INVESTMENT LIMITED

By: /s/ James Mitchell
Name: James Mitchell
Title: Authorized Signatory

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