TESLA MOTORS INC
Form 10-Q
November 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2015

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number: 001-34756

Tesla Motors, Inc.

(Exact name of registrant as specified in its charter)

Delaware	91-2197729
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

3500 Deer Creek Road

Palo Alto, California	94304
(Address of principal executive offices)	(Zip Code)

(650) 681-5000

(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of October 29, 2015, there were 130,951,319 shares of the registrant’s Common Stock outstanding.

TESLA MOTORS, INC.

FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2015

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Forward-Looking Statements

The discussions in this Quarterly Report on Form 10-Q contain forward-looking statements reflecting our current expectations that involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, future profitability, future delivery of automobiles, projected costs, expectations regarding demand and acceptance for our technologies, growth opportunities and trends in the market in which we operate, prospects, plans and objectives of management and the statements made below under the heading “Management Opportunities, Challenges and Risks.” The words “anticipates”, “believes”, “estimates”, “expects”, “intends”, “may”, “plans”, “projects”, “will”, “would” and similar expression to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, the risks set forth in Part II, Item 1A, “Risk Factors” in this Quarterly Report on Form 10-Q and in our other filings with the Securities and Exchange Commission. We do not assume any obligation to update any forward-looking statements.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
Tesla Motors, Inc.

Consolidated Balance Sheets

(in thousands)

	September 30, 2015 (unaudited)	December 31, 2014
Assets		
Current assets		
Cash and cash equivalents	$ 1,426,036	$ 1,905,713
Restricted cash and marketable securities	25,223	17,947
Accounts receivable	119,964	226,604
Inventory	1,293,717	953,675
Prepaid expenses and other current assets	133,855	94,718
Total current assets	2,998,795	3,198,657
Operating lease vehicles, net	1,360,725	766,744
Property, plant and equipment, net	3,103,811	1,829,267
Restricted cash	26,355	11,374
Other assets	57,811	43,209
Total assets	$ 7,547,497	$ 5,849,251
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$ 824,861	$ 777,946
Accrued liabilities	373,859	268,884
Deferred revenue	348,117	191,651
Capital lease obligations	13,000	9,532
Resale value guarantees	85,580	—
Customer deposits	269,545	257,587
Convertible senior notes and other debt	638,809	601,566
Total current liabilities	2,553,771	2,107,166
Capital lease obligations	15,033	12,267
Deferred revenue	362,261	292,271
Convertible senior notes and other debt	1,966,361	1,806,518
Resale value guarantees	952,729	487,879
Other long-term liabilities	336,505	173,244
Total liabilities	6,186,660	4,879,345
Commitments and contingencies (Note 10)		
Convertible senior notes (Notes 8)	46,181	58,196

Stockholders' equity:		
Preferred stock; $0.001 par value; 100,000 shares authorized; no shares issued and outstanding	—	—
Common stock; $0.001 par value; 2,000,000 shares authorized as of September 30, 2015 and December 31, 2014; 130,901 and 125,688 shares issued and outstanding as of September 30, 2015 and December 31, 2014	131	126
Additional paid-in capital	3,340,436	2,345,266
Accumulated other comprehensive loss	(23,985)	(22)
Accumulated deficit	(2,001,926)	(1,433,660)
Total stockholders' equity	1,314,656	911,710
Total liabilities and stockholders' equity	$ 7,547,497	$ 5,849,251

The accompanying notes are an integral part of these consolidated financial statements.

Tesla Motors, Inc.

Consolidated Statements of Operations

(in thousands, except per share data)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Automotive	$852,555	$799,915	$2,623,965	$2,116,616
Services and other	84,234	51,889	207,680	125,079
Total revenues	936,789	851,804	2,831,645	2,241,695
Cost of revenues				
Automotive	628,729	552,987	1,926,860	1,509,052
Services and other	76,564	46,966	199,846	112,669
Total cost of revenues	705,293	599,953	2,126,706	1,621,721
Gross profit	231,496	251,851	704,939	619,974
Operating expenses				
Research and development	178,791	135,873	527,657	325,135
Selling, general and administrative	236,367	155,107	633,578	406,690
Total operating expenses	415,158	290,980	1,161,235	731,825
Loss from operations	(183,662)	(39,129)	(456,296)	(111,851)
Interest income	327	300	758	907
Interest expense	(29,308)	(29,062)	(80,234)	(72,183)
Other income (expense), net	(15,431)	(3,090)	(24,503)	2,401
Loss before income taxes	(228,074)	(70,981)	(560,275)	(180,726)
Provision for income taxes	1,784	3,727	7,991	5,685
Net loss	$(229,858)	$(74,708)	$(568,266)	$(186,411)
Net loss per share of common stock, basic and diluted	$(1.78)	$(0.60)	$(4.47)	$(1.50)
Weighted average shares used in computing net loss per share of common stock, basic and diluted	129,006	124,911	127,225	124,217

The accompanying notes are an integral part of these consolidated financial statements.

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Tesla Motors, Inc.

Consolidated Statements of Comprehensive Loss

(in thousands)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net loss	$(229,858)	$(74,708)	$(568,266)	$(186,411)
Other comprehensive income (loss), net of tax:				
Unrealized net gain on short-term marketable securities	11	—	219	—
Foreign currency translation adjustment	(9,192)	—	(24,182)	—
Other comprehensive loss	(9,181)	—	(23,963)	—
Comprehensive loss	$(239,039)	$(74,708)	$(592,229)	$(186,411)

The accompanying notes are an integral part of these consolidated financial statements.

Tesla Motors, Inc.

Consolidated Statements of Cash Flows

(in thousands)

(Unaudited)

	Nine Months Ended September 30, 2015	2014
Cash Flows From Operating Activities		
Net loss	$(568,266)	$(186,411)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	278,867	163,955
Stock-based compensation	142,359	111,980
Amortization of discount on convertible debt	51,376	55,634
Inventory write-downs	23,303	14,495
Fixed asset disposals	8,800	11,052
Other non-cash operating activities	11,011	4,503
Foreign currency transaction (gain) loss	35,583	(2,707)
Changes in operating assets and liabilities		
Accounts receivable	78,373	(109,172)
Inventories and operating lease vehicles	(1,091,382)	(672,663)
Prepaid expenses and other current assets	(35,962)	(29,517)
Other assets	(14,297)	(5,671)
Accounts payable and accrued liabilities	89,238	253,895
Deferred revenue	186,255	142,494
Customer deposits	20,314	71,143
Resale value guarantee	249,548	161,782
Other long-term liabilities	40,230	44,273
Net cash provided by (used in) operating activities	(494,650)	29,065
Cash Flows From Investing Activities		
Purchases of property and equipment excluding capital leases	(1,223,628)	(601,224)
Purchases of short-term marketable securities		(205,831)
Maturities of short-term marketable securities		189,131
Business acquisition	(12,260)	—
Increase in other restricted cash	(23,383)	(289)
Net cash used in investing activities	(1,259,271)	(618,213)
Cash Flows From Financing Activities		
Collateralized lease borrowing	359,951	—
Proceeds from issuance of common stock in public offerings	750,000	—
Proceeds from issuance of convertible and other debt	183,972	2,300,000
Proceeds from exercise of stock options and other stock issuances	94,026	89,925
Principal payments on capital leases and other debt	(72,906)	(8,702)
Common stock and debt issuance costs	(16,558)	(35,150)
Proceeds from issuance of warrants	—	389,160

Purchase of convertible note hedges	—	(603,428)
Net cash provided by financing activities	1,298,485	2,131,805
Effect of exchange rate changes on cash and cash equivalents	(24,241)	(17,811)
Net increase (decrease) in cash and cash equivalents	(479,677)	1,542,657
Cash and cash equivalents at beginning of period	1,905,713	845,889
Cash and cash equivalents at end of period	$1,426,036	$2,370,735
Supplemental noncash investing activities		
Acquisition of property and equipment included in accounts payable and accrued liabilities	313,850	190,677
Estimated fair value of facilities under build-to-suit lease	64,552	21,276

The accompanying notes are an integral part of these consolidated financial statements.

Tesla Motors, Inc.

Notes to Consolidated Financial Statements

(Unaudited)

Note 1 - Overview of the Company

Tesla Motors, Inc. (Tesla, we, us or our) was incorporated in the state of Delaware on July 1, 2003. We design, develop, manufacture and sell high-performance fully electric vehicles, advanced electric vehicle powertrain components, and Tesla Energy products. We have wholly-owned subsidiaries in North America, Europe and Asia. The primary purpose of these subsidiaries is to market, manufacture, sell and/or service our vehicles and Tesla Energy products.

Public Offerings

In August 2015, we completed a public offering of common stock and sold a total of 3,099,173 shares of our common stock for total cash proceeds of approximately $738.3 million (which includes 82,645 shares or $20.0 million sold to Elon Musk, our Chief Executive Officer (CEO)), net of underwriting discounts and offering costs.

Note 2 - Summary of Significant Accounting Policies

Basis of Consolidation

The consolidated financial statements include the accounts of Tesla and its wholly-owned subsidiaries. Intercompany balances and transactions between consolidated entities have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities and accompanying notes. Estimates are used for, but not limited to, determining the selling price of products and services in multiple element revenue arrangements and determining the amortization period of these elements, residual value of operating lease vehicles, inventory valuation, warranties, fair value of financial instruments, depreciable lives of property and equipment, inputs used to value stock-based compensation including volatility, lives of stock option awards and forfeiture rates, income taxes, and contingencies. Actual results could differ from those estimates.

Unaudited Interim Financial Statements

The accompanying consolidated balance sheet as of September 30, 2015, the consolidated statements of operations and consolidated statements of comprehensive loss for the three and nine months ended September 30, 2015 and 2014 and the consolidated statements of cash flows for the three and nine months ended September 30, 2015 and 2014, and other information disclosed in the related notes are unaudited. The consolidated balance sheet as of December 31, 2014, was derived from our audited consolidated financial statements at that date. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes contained in our Form 10-K for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

The accompanying interim consolidated financial statements and related disclosures have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments necessary for a fair statement of the results of operations for the periods presented. The consolidated results of operations for any interim period are not necessarily indicative of the results to be expected for the full year or for any other future year or interim period.

Beginning in the three months ended March 31, 2015, we changed the composition of the revenue and cost of revenue lines in our consolidated statement of operations. Automotive revenues includes revenues related to deliveries of new vehicles, including customer selected options, data connectivity, Supercharger access, vehicle software upgrades, sales of regulatory credits to other automotive manufacturers, amortization of revenue for cars sold with resale value guarantees, and vehicle leasing revenue. Services and other revenues consists of vehicle service income, sales of electric vehicle powertrain components and systems to other manufacturers, maintenance and development services income, Tesla Energy product sales, and pre-owned Tesla vehicle sales. Prior period amounts have been reclassified to conform to the current period presentation.

Beginning January 1, 2015, the functional currency of each of our foreign subsidiaries changed to their local country's currency. This change was based on the culmination of facts and circumstances that have developed as we expanded our foreign operations over the past year. The adjustment of $10.0 million attributable to the current rate translation of non-monetary assets as of the date of the change is included in accumulated other comprehensive loss on our consolidated balance sheet.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued an accounting update which amends the existing accounting standards for revenue recognition. The new guidance provides a new model to determine when and over what period revenue is recognized. Under this new model, revenue is recognized as goods or services are delivered in an amount that reflects the consideration we expect to collect. The guidance is effective for fiscal years beginning after December 15, 2017; early adoption is permitted for periods beginning after December 15, 2016. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application. We have not yet selected a transition method and are evaluating the impact of adopting this guidance.

Revenue Recognition

We recognize revenue when: (i) persuasive evidence of an arrangement exists; (ii) delivery has occurred and there are no uncertainties regarding customer acceptance; (iii) fees are fixed or determinable; and (iv) collection is reasonably assured.

Vehicle sales include certain standard features, customer selected options and accessories and specific other elements that meet the definition of a deliverable under multiple-element accounting guidance including internet connectivity, free access to our Supercharger network, and future over the air software updates. These deliverables are valued on a stand-alone basis and we recognize their revenue over our performance period, which is generally the life of the car. If we sell a deliverable separately, we use that pricing to determine its fair value; otherwise, we use our best estimated selling price by considering third party pricing of similar options, costs used to develop and deliver the service, and other information which may be available.

As of September 30, 2015, we had deferred $50.3 million, $40.1 million, $23.4 million, and $11.6 million related to the purchase of vehicle maintenance and service plans, access to our Supercharger network, internet connectivity, and future software upgrades. As of December 31, 2014, we had deferred $39.7 million, $25.6 million, $14.4 million, and $1.5 million related to these same performance obligations.

Resale Value Guarantees and Other Financing Programs

We offer resale value guarantees or similar buy-back terms to all customers who purchase vehicles in the US, Canada, European and Asian markets and who finance their vehicle through one of our specified commercial banking partners. Under these programs, customers have the option of selling their vehicle back to us during the guarantee period for a pre-determined resale value. Guarantee periods generally range from 36 to 39 months. Although we receive full payment for the vehicle sales price at the time of delivery, we account for these sales as operating leases and recognize revenue attributable to the lease on a straight-line basis over the guarantee period to automotive revenue. The amount of sale proceeds equal to the residual value guarantee is deferred until the guarantee expires or is exercised. The guarantee period expires at the earlier of the end of the stated guarantee period or the pay-off date of the initial loan. We capitalize the cost of the leased vehicle and depreciate its value, less expected salvage value, to cost of automotive revenue over the same period.

In cases when a customer retains ownership of a vehicle at the end of the guarantee period, the resale value guarantee liability and any remaining deferred revenue balances related to the vehicle are settled to automotive revenue and the net book value of the leased vehicle is expensed to costs of automotive revenue. In cases when a customer returns the vehicle back to us during the guarantee period, we purchase the vehicle from the customer in an amount equal to the resale value guarantee and settle any remaining deferred revenue balance to automotive revenue. As of September 30, 2015, $85.6 million of the resale value guarantee liability relates to guarantees that are exercisable by customers within the next twelve months.

In the fourth quarter of 2014, we also began offering residual value guarantees in connection with automobile sales to certain bank leasing partners. As we have guaranteed the value of these vehicles and as the vehicles are leased to end-customers, we account for receipt of cash from our bank leasing partners as collateralized borrowings. As of September 30, 2015 and December 31, 2014, we had $321.7 million and $19.6 million of such borrowings recorded in resale value guarantee and $73.9 million and $0 million recorded in deferred revenue liability, of which a portion will be accreted to revenue and a portion may be distributed to the bank leasing partner should we repurchase the vehicles at the end of the term or should the bank sell the car to a third party and receive proceeds less than the value we have guaranteed. The maximum cash payment to re-purchase these vehicles under these arrangements at September 30, 2015, is $210.0 million. Cash received upon the sale of such cars, net of revenue recognized during the period, is classified as collateralized lease borrowing within cash flows from financing activities in our consolidated statement of cash flows.

Account activity related to our resale value guarantee program consisted of the following for the periods presented (in thousands):

	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Operating Lease Vehicles		
Operating lease vehicles—beginning of period	$962,737	$684,590
Net increase in operating lease vehicles	257,338	605,529
Depreciation expense recorded in cost of automotive revenues	(33,463)	(82,456)
Additional depreciation expense recorded in cost of automotive revenues as a result of early cancellation of resale value guarantee	(3,646)	(13,101)
Increases to inventory from vehicles returned under our trade-in program	(4,892)	(16,488)
Operating lease vehicles—end of period	$1,178,074	$1,178,074
Deferred Revenue		
Deferred revenue—beginning of period	$482,573	$381,096
Net increase in deferred revenue from new vehicle deliveries and reclassification of collateralized borrowing from long-term to short-term	137,820	344,351
Amortization of deferred revenue and short-term collateralized borrowing recorded in automotive revenue	(65,895)	(158,843)
Additional revenue recorded in automotive revenue as a result of early cancellation of resale value guarantee	(2,680)	(9,295)
Recognition of deferred revenue resulting from return of vehicle under trade-in program	(1,723)	(7,214)
Deferred revenue—end of period	$550,095	$550,095
Resale Value Guarantee		
Resale value guarantee liability—beginning of period	$793,177	$487,879
Net increase in resale value guarantee	260,760	585,069

Reclassification from long-term to short-term collateralized borrowing	(9,463)	(13,850)
Additional revenue recorded in automotive revenue as a result of early cancellation of resale value guarantee	(2,356)	(8,299)
Release of resale value guarantee resulting from return of vehicle under trade-in program	(3,808)	(12,489)
Resale value guarantee liability—end of period	$1,038,310	$1,038,310

Vehicle Leasing Program

We offer a leasing program in the United States and Canada for Model S. Qualifying customers are permitted to lease a Model S directly from Tesla for 36 months. At the end of the lease term, customers have the option of either returning the vehicle to us or purchasing it for a pre-determined residual value. We account for these leasing transactions as operating leases and recognize leasing revenues over the contractual term and record the depreciation of these vehicles to cost of automotive revenues. As of September 30, 2015 and December 31, 2014, we had deferred $22.6 million and $9.4 million of lease-related upfront payments which will be recognized on a straight-line basis over the contractual term of the individual leases. Lease revenues are recorded in automotive revenue and for the three and nine months ended September 30, 2015, we recognized $11.5 million and $27.4 million. Lease revenue for the three and nine months ended September 30, 2014 was $1.1 million and $1.3 million.

Warranties

We provide a manufacturer's warranty on all vehicles, production powertrain components and systems, and Tesla Energy products we sell. We accrue a manufacturer's warranty reserve which includes our best estimate of the projected costs to repair or to replace items under warranty. These estimates are based on actual claims incurred to-date and an estimate of the nature, frequency and costs of future claims. These estimates are inherently uncertain and changes to our historical or projected warranty experience may cause material changes to our warranty reserve in the future. The portion of the warranty provision expected to be incurred within 12 months is classified as current within accrued liabilities, while the remaining amount is classified as long-term within other long-term liabilities.

Accrued warranty activity consisted of the following for the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Accrued warranty—beginning of period	$164,595	$84,371	$129,043	$53,183
Warranty costs incurred	(21,593)	(11,179)	(50,666)	(29,750)
Net changes in liability for pre-existing warranties, including expirations	1,306	14,609	12,635	24,270
Provision for warranty	26,026	25,934	79,322	66,032
Accrued warranty—end of period	$170,334	$113,735	$170,334	$113,735

Our warranty reserves do not include projected warranty costs associated with our vehicles accounted for as operating leases or collateralized debt arrangements. Costs to repair these vehicles are expensed as incurred. For the three and nine months ended September 30, 2015, warranty costs incurred for vehicles accounted for as operating leases or collateralized debt arrangements were $1.8 million and $6.0 million, and for the three and nine months ended September 30, 2014, costs were $2.1 million and $5.1 million. Warranty expense is recorded as a component of cost of automotive revenue.

Cost of automotive revenue during the nine months ended September 30, 2015 included a $12.6 million increase to our warranty reserve to reflect the additional preventative repairs we plan to perform on customer drive units and high-voltage battery packs when brought in for warranty related service.

Inventory Valuation

We value our inventories at the lower of cost or market. Inventories are recorded at cost on a first-in, first-out basis. We record inventory write-downs when we have amounts of inventory that are in excess of our planned production or where inventory has become obsolete to our production requirements.

We also review inventory to determine whether its carrying value exceeds the net amount realizable upon the ultimate sale of the inventory. This requires us to determine the estimated selling price of our vehicles less the estimated cost to convert inventory on hand into a finished product. Should our estimates of future selling prices or production costs change, material changes to these reserves may be required. A change in our estimates may result in a material charge to our reported financial results.

Concentration of Risk

Credit Risk

Financial instruments that potentially subject us to a concentration of credit risk consist of cash, cash equivalents, restricted cash and accounts receivable. Our cash equivalents are primarily invested in money market funds with high credit quality financial institutions in the United States. At times, these deposits and securities may be in excess of insured limits. We invest cash not required for use in operations in high credit quality securities based on our investment policy. Our investment policy provides guidelines and limits regarding credit quality, investment concentration, investment type, and maturity that we believe will provide liquidity while reducing risk of loss of capital. Our investments are currently of a short-term nature and include U.S. treasury bills.

As of September 30, 2015 and December 31, 2014, our accounts receivable were derived primarily from amounts to be received from financial institutions and leasing companies offering various financing products to our customers, sales of regulatory credits, as well as the development and sales of powertrain components and systems to automotive original equipment manufacturers (OEMs). As of September 30, 2015, we have two customers who individually account for 10% and 9% of our accounts receivable.

Supply Risk

Although there may be multiple suppliers available, many of the components used in our vehicles are purchased by us from a single source. If these single source suppliers fail to satisfy our requirements on a timely basis at competitive prices, we could suffer manufacturing delays, a possible loss of revenues, or incur higher cost of sales, any of which could adversely affect our operating results.

Stock-Based Compensation

We use the fair value method of accounting for our stock options and restricted stock units (RSUs) granted to employees and our Employee Stock Purchase Plan (ESPP) to measure the cost of employee services received in exchange for the stock-based awards. The fair value of stock options and ESPP are estimated on the grant date and offering date using the Black-Scholes option-pricing model. The fair value of RSUs is measured on the grant date based on the closing fair market value of our common stock. The resulting cost is recognized over the service period which is generally four years for stock options and RSUs and six months for the ESPP. Stock-based compensation expense is recognized on a straight-line basis, net of estimated forfeitures.

Net Loss per Share of Common Stock

Our basic and diluted net loss per share of common stock is calculated by dividing net loss by the weighted-average shares of common stock outstanding for the period. Potentially dilutive shares, which are based on the number of shares underlying outstanding stock options and warrants as well as our convertible senior notes, are not included when their effect is antidilutive.

The following table presents the potential weighted common shares outstanding that were excluded from the computation of diluted net loss per share of common stock for the periods presented. Anti-dilutive share counts for the twelve months ended December 31, 2014 have been updated.

	Three Months Ended September 30,		Nine Months Ended September 30,		Twelve Months Ended December 31,
	2015	2014	2015	2014	2014
Employee share based awards	14,917,083	13,852,307	15,426,144	14,048,245	14,729,749
Convertible senior notes	2,710,738	2,633,925	2,454,778	2,294,291	2,344,998
Warrants issued May 2013	1,463,838	1,350,038	1,084,627	846,860	921,985

Since we expect to settle the principal amount of our outstanding convertible senior notes in cash, we use the treasury stock method for calculating any potential dilutive effect of the conversion spread on diluted net income per share, if applicable. The conversion spread will have a dilutive impact on diluted net income per share of common stock when the average market price of our common stock for a given period exceeds the conversion price of $124.52, $359.87 and $359.87 per share for the convertible senior notes due 2018 (2018 Notes), convertible senior notes due 2019 (2019 Notes), and convertible senior notes due 2021 (2021 Notes).

Income Taxes

There are transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain. As of September 30, 2015 and December 31, 2014, the aggregate balances of our gross unrecognized tax benefits were $64.0 million and $41.4 million. $60.8 million and $39.1 million of these aggregate balances would not give rise to changes in our effective tax rate since these tax benefits would increase a deferred tax asset which is currently offset by a full valuation allowance.

Note 3 - Fair Value of Financial Instruments

The carrying values of our financial instruments including cash equivalents, marketable securities, accounts receivable and accounts payable approximate their fair value due to their short-term nature. As a basis for determining the fair value of certain of our assets and liabilities, we established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows: (Level I) observable inputs such as quoted prices in active markets; (Level II) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level III) unobservable inputs in which there is little or no market data which requires us to develop our own assumptions. This hierarchy requires us to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. Our financial assets that are measured at fair value on a recurring basis consist of cash equivalents and marketable securities.

All of our cash equivalents and current restricted cash, which are comprised primarily of money market funds, are classified within Level I of the fair value hierarchy because they are valued using quoted market prices or market prices for similar securities. Our restricted short-term marketable securities are classified within Level I of the fair value hierarchy.

As of September 30, 2015 and December 31, 2014, the fair value hierarchy for our financial assets that are carried at fair value was as follows (in thousands), and unrealized gains (losses) on all financial assets for all periods presented were less than $1.0 million:

	September 30, 2015				December 31, 2014			
	Fair Value	Level I	Level II	Level III	Fair Value	Level I	Level II	Level III
Money market funds	$617,350	$617,350	$ —	$ —	$1,275,346	$1,275,346	$ —	$ —
U.S. treasury bills	16,673	16,673	—	—	16,673	16,673	—	—
Total	$634,023	$634,023	$ —	$ —	$1,292,019	$1,292,019	$ —	$ —

As of September 30, 2015, the estimated fair value of our 2018 Notes, 2019 Notes, and 2021 Notes was $1.35 billion (par value $659.8 million), $890.1 million (par value $920.0 million), and $1.30 billion (par value $1.38 billion). As of December 31, 2014 the estimated fair value of our 2018 Notes, 2019 Notes, and 2021 Notes was $1.22 billion (par value $659.8 million), $852.2 million (par value $920.0 million), and $1.25 billion (par value $1.38 billion). These fair values represent Level II valuations. When determining the estimated fair value of our long-term debt, we used a commonly accepted valuation methodology and market-based risk measurements that are indirectly observable, such as credit risk. As of September 30, 2015, the $124.4 million carrying value of our Warehouse Facility liability approximates the fair value of the borrowings based upon the borrowing rate available to us for debt with similar terms and consideration of credit and default risk using Level II inputs.

Note 4 - Inventory

As of September 30, 2015 and December 31, 2014, our inventory consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Raw materials	$ 393,691	$392,292
Work in process	86,587	56,114
Finished goods	692,437	397,318
Service parts	121,002	107,951
Total	$ 1,293,717	$953,675

Finished goods inventory includes vehicles in transit to fulfill customer orders, new vehicles available for immediate sale at our retail and service center locations, and pre-owned Tesla vehicles. The increase in finished goods inventory was primarily due to customer orders that were in transit for delivery at quarter-end.

Note 5 - Property, Plant and Equipment

As of September 30, 2015 and December 31, 2014, our property, plant and equipment consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
Machinery, equipment and office furniture	$1,519,415	$720,746
Construction in progress	747,046	572,125
Leasehold improvements	320,863	230,270
Tooling	439,415	295,906
Building and building improvements	336,212	154,362
Computer equipment and software	153,396	98,970
Land	60,233	49,478
	3,576,580	2,121,857
Less: Accumulated depreciation and amortization	(472,769)	(292,590)
Total	$3,103,811	$1,829,267

Construction in progress is comprised primarily of tooling and equipment related to the manufacturing of our Model S and Model X vehicles, Gigafactory construction, and related capitalized interest. Completed assets are transferred to their respective asset class and depreciation begins when the asset is ready for its intended use. Interest expense on outstanding debt is capitalized during the period of significant capital asset construction. Capitalized interest on construction in progress is included in property, plant and equipment, and is amortized over the life of the related assets. During the three and nine months ended September 30, 2015, we capitalized $11.8 million and $32.4 million of interest expense. During the three and nine months ended September 30, 2014, we capitalized $3.7 million and $6.9 million of interest expense.

We are sometimes involved in construction at our leased facilities primarily related to retail stores, service centers, and certain manufacturing facilities. In accordance with Accounting Standards Codification 840, Leases, for build-to-suit lease arrangements where we are involved in the construction of structural improvements prior to the commencement of the lease or take some level of construction risk, we are considered the owner of the assets and land during the construction period. Accordingly, upon commencement of our construction activities, we record a construction in progress asset and a corresponding financing liability. Once the construction is completed, if the lease meets certain “sale-leaseback” criteria, we will remove the asset and related financial obligation from the balance sheet and treat the building lease as an operating lease. If upon completion of construction, the project does not meet the “sale-leaseback” criteria, the leased property will be treated as a capital lease and included in building and building improvements in the table above. As of September 30, 2015 and December 31, 2014, the table above includes $167.4 million and $52.4 million of build-to-suit assets. As of September 30, 2015 and December 31, 2014, corresponding financing obligations of $1.0 million and $21.0 million are recorded in accrued liabilities and $166.4 million and $31.4 million are recorded in other long-term liabilities.

Depreciation and amortization expense during the three and nine months ended September 30, 2015 was $71.8 million and $184.7 million. Depreciation and amortization expense during the three and nine months ended September 30, 2014 was $40.2 million and $105.1 million. Total property and equipment assets under capital lease as of September 30, 2015 and December 31, 2014 were $49.7 million and $33.4 million. Accumulated depreciation related to assets under capital lease as of these dates were $19.4 million and $12.8 million.

We have acquired land for the site of our Gigafactory and have incurred $261.0 million of construction costs as of September 30, 2015.

Note 6 - Accrued Liabilities

As of September 30, 2015 and December 31, 2014, our accrued liabilities consisted of the following (in thousands):

	September 30 2015	December 31, 2014
Taxes payable	$ 64,129	$ 71,229
Accrued purchases	154,604	68,547

Payroll and related costs	79,473	54,492
Warranty and other	75,653	74,616
Total	$ 373,859	$ 268,884

Taxes payable includes Value Added Tax, sales tax, property tax, and income tax payables.

Accrued purchases reflects liabilities related to the construction of the Gigafactory, and engineering design and testing accruals. As these services are invoiced, this balance will reduce and accounts payable will increase.

Note 7 - Customer Deposits

Customer deposits include cash payments from customers at the time they place an order for a vehicle and additional payments up to the point of delivery including the fair value of customer trade-in vehicles that are applicable toward a new vehicle purchase. Customer deposit amounts and timing vary depending on the vehicle model and country of delivery. Customer deposits are fully refundable up to the point the vehicle is placed into the production cycle. Customer deposits are included in current liabilities until refunded or until they are applied to a customer’s purchase balance at time of delivery.

As of September 30, 2015 and December 31, 2014, we held customer deposits of $269.5 million and $257.6 million.

Note 8 - Convertible and Long-term Debt Obligations

0.25% and 1.25% Convertible Senior Notes and Bond Hedge and Warrant Transactions

In March 2014, we issued $800.0 million principal amount of 0.25% convertible senior notes due 2019 (2019 Notes) and $1.20 billion principal amount of 1.25% convertible senior notes due 2021 (2021 Notes) in a public offering. In April 2014, we issued an additional $120.0 million aggregate principal amount of 2019 Notes and $180.0 million aggregate principal amount of 2021 Notes, pursuant to the exercise in full of the overallotment options of the underwriters of our March 2014 public offering. Each $1,000 of principal of the 2019 Notes and 2021 Notes will initially be convertible into 2.7788 shares of our common stock, which is equivalent to an initial conversion price of approximately $359.87 per share, subject to adjustment upon the occurrence of specified events. The total net proceeds from these offerings, after deducting transaction costs, were approximately $905.8 million from the 2019 Notes and $1.36 billion from the 2021 Notes. We incurred $14.2 million and $21.4 million, of debt issuance costs in connection with the 2019 Notes and the 2021 Notes, which we initially recorded in other assets and are amortizing to interest expense using the effective interest method over the contractual terms of these notes. The interest rates are fixed at 0.25% and 1.25% per annum and are payable semi-annually in arrears on March 1 and September 1 of each year, commencing on September 1, 2014.

In connection with the offering of these notes in March 2014, we entered into convertible note hedge transactions whereby we have the option to purchase initially (subject to adjustment for certain specified events) a total of approximately 5.6 million shares of our common stock at a price of approximately $359.87 per share. The total cost of the convertible note hedge transactions was $524.7 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase initially (subject to adjustment for certain specified events) a total of approximately 2.2 million shares of our common stock at a price of $512.66 for the 2019 Notes and a total of approximately 3.3 million shares of our common stock at a price of $560.64 per share for 2021 Notes. We received $338.4 million in cash proceeds from the sale of these warrants. Similarly, in connection with the issuance of additional notes in April 2014, we entered into convertible note hedge transactions and paid an aggregate $78.7 million. In addition, we sold warrants to purchase (subject to adjustment for certain specified events) a total of approximately 0.3 million shares of our common stock at a price of $512.66 per share for the warrants relating to 2019 Notes, and a total of approximately 0.5 million shares of our common stock at a price of $560.64 per share for the warrants relating to 2021 Notes. We received aggregate proceeds of approximately $50.8 million from the sale of the warrants. Taken together, the purchase of the convertible note hedges and the sale of warrants are intended to reduce potential dilution and/or offset potential cash payments upon the conversion of these notes and to effectively increase the overall conversion price from $359.87 to $512.66 per share in the case of warrants relating to 2019 Notes and from $359.87 to $560.64 in the case of warrants relating to 2021 Notes. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity and are not accounted for as derivatives. The net cost incurred in connection with the convertible note hedge and warrant transactions was recorded as a reduction to additional paid-in capital on the consolidated balance sheet.

During the third quarter of 2015, the closing price of our common stock did not meet or exceed 130% of the applicable conversion price of our 2019 Notes and 2021 Notes on at least 20 of the last 30 consecutive trading days of the quarter; furthermore, no other conditions allowing holders of the 2019 Notes and 2021 Notes to convert have been met as of September 30, 2015. Therefore, the 2019 Notes and 2021 Notes are not convertible during the fourth quarter of 2015 and are classified as long-term debt. Should the closing price conditions be met in the fourth quarter of 2015 or a future quarter, the 2019 Notes and 2021 Notes will be convertible at their holders' option during the immediately following quarter.

1.50% Convertible Senior Notes and Bond Hedge and Warrant Transactions

In May 2013, we issued $660.0 million aggregate principal amount of convertible senior notes due 2018 (2018 Notes) in a public offering. The net proceeds from the offering, after deducting transaction costs, were approximately $648.0 million. We incurred $12.0 million of debt issuance costs in connection with 2018 Notes which we initially recorded in other assets and are amortizing to interest expense using the effective interest method over the contractual term of 2018 Notes. Each $1,000 of principal of the 2018 Notes will initially be convertible into 8.0306 shares of our common stock, which is equivalent to an initial conversion price of approximately $124.52 per share, subject to adjustment upon the occurrence of specified events. The interest under 2018 Notes is fixed at 1.50% per annum and is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on December 1, 2013.

In connection with the offering of the 2018 Notes, we entered into convertible note hedge transactions whereby we have the option to purchase initially (subject to adjustment for certain specified events) a total of approximately 5.3 million shares of our common stock at a price of approximately $124.52 per share. The cost of the convertible note hedge transactions was $177.5 million. In addition, we sold warrants whereby the holders of the warrants have the option to purchase initially (subject to adjustment for certain specified events) a total of approximately 5.3 million shares of our common stock at a price of $184.48 per share. We received $120.3 million in cash proceeds from the sale of these warrants. Taken together, the purchase of the convertible note hedges and the sale of warrants are intended to reduce potential dilution and/or offset potential cash payment upon the conversion of the 2018 Notes and to effectively increase the overall conversion price from $124.52 to $184.48 per share. As these transactions meet certain accounting criteria, the convertible note hedges and warrants are recorded in stockholders' equity and are not accounted for as derivatives. The net cost incurred in connection with the convertible note hedge and warrant transactions was recorded as a reduction to additional paid-in capital in the consolidated balance sheet.

During the third quarter of 2015, the closing price of our common stock exceeded 130% of the applicable conversion price of our 2018 Notes on at least 20 of the last 30 consecutive trading days of the quarter; therefore, holders of 2018 Notes may convert their notes during the fourth quarter of 2015. As such, we classified the $613.6 million carrying value of our 2018 Notes as current liabilities and classified $46.2 million, representing the difference between the aggregate principal of our 2018 Notes of $659.8 million and the carrying value of 2018 Notes, as mezzanine equity on our consolidated balance sheet as of September 30, 2015. Similarly, debt issuance costs were classified as other current assets as of September 30, 2015. Should the closing price conditions be met again in the fourth quarter of 2015 or a future quarter, 2018 Notes will be convertible at their holders' option during the immediately following quarter.

Convertible Senior Notes Carrying Value and Interest Expense

In accordance with accounting guidance on embedded conversion features, we valued and bifurcated the conversion option associated with the Notes from the respective host debt instrument and initially recorded the conversion option for the 2018, 2019, and 2021 Notes in stockholders' equity. The resulting debt discounts on the 2018 Notes, 2019 Notes, and 2021 Notes are being amortized to interest expense at the effective interest rate over the contractual terms of the Notes.

	September 30, 2015			December 31, 2014		
	2018 Notes	2019 Notes	2021 Notes	2018 Notes	2019 Notes	2021 Notes
	(in thousands, except years and percentages)					
Carrying value	$613,581	$786,290	$1,080,865	$601,566	$759,891	$1,046,627
Unamortized discount	46,181	133,710	299,135	58,196	160,109	333,373
Principal amount	$659,762	$920,000	$1,380,000	$659,762	$920,000	$1,380,000
Remaining amortization period (years)	2.4	3.2	5.2			
Effective interest rate on liability component	4.29 %	4.89 %	5.96 %			
Carrying amount of equity component	$82,800	$188,100	$369,400			
If converted value in excess of par value	$656,352					

Warehouse line of credit

In March 2015, we entered into a loan and security agreement (the "Warehouse Facility") for a secured asset based line of credit for a principal amount up to $100 million. In June 2015, we amended the Warehouse Facility for an additional principal amount of $50 million, for a total of up to $150 million. Obligations under the Warehouse Facility are secured by certain of our lease contracts with Tesla directly and the related leased vehicles. In connection with the Warehouse Facility, we sold the beneficial interest in such lease contracts and related vehicles to a wholly owned special purpose entity that is the borrower in the Warehouse Facility, which pledged such beneficial interest in the underlying assets to the third-party lender under the Warehouse Facility. Borrowings under the Warehouse Facility are generally limited to up to 72% of the net present value of the remaining lease payments and the residual vehicle values under eligible lease contracts. As of September 30, 2015, we have borrowed $124.4 million under the Warehouse Facility.

Interest is payable monthly on amounts borrowed under the Warehouse Facility at a variable rate of LIBOR plus 1.65% and on undrawn amounts at a rate of 0.5%. The Warehouse facility matures in March 2017, at which time all outstanding borrowing will become due. Prior to that date, principal payments will be due in the amount that the borrowing limit decreases below our outstanding principal balance.

We are required to meet various covenants, including meeting certain reporting requirements, such as the completion and presentation of audited consolidated financial statements for our borrowings. As of September 30, 2015 we were in compliance with all covenants contained in the Warehouse Facility agreement.

Asset-Based Credit Agreement

In June 2015, we entered into a senior secured asset-based revolving credit agreement (the “Credit Agreement”) with a syndicate of banks, which we amended as of November 3, 2015. The Credit Agreement provides for a senior secured asset-based revolving credit facility (the “Credit Facility”), which we may draw upon as needed. In October, lenders increased their total funding commitments to us under the Credit Facility by up to an additional $250.0 million, subject to certain conditions, for total commitments up to $750 million. In addition, the Credit Agreement provides for a $200.0 million letter of credit sub-facility and a $40.0 million swing-line loan sub-facility. The Credit Agreement is collateralized by a pledge of certain of our accounts receivable, inventory, and equipment, and availability under the Credit Agreement is based on the value of such assets, as reduced by certain reserves.

Borrowed funds bear interest, at our option, at an annual rate of (a) 1% plus LIBOR or (b) the highest of (i) the federal funds rate plus 0.50%, (ii) the lenders “prime rate” or (iii) 1% plus LIBOR. The fee for undrawn amounts is 0.25% per annum. Interest is payable quarterly. The Credit Agreement terminates, and all outstanding loans become due and payable, in June 2020. As of September 30, 2015, we had no borrowings under the Credit Facility.

We are required to meet various covenants, including meeting certain reporting requirements, such as the completion and presentation of audited consolidated financial statements for our borrowings. As of September 30, 2015 we were in compliance with all covenants contained in the Credit Agreement.

Pledged Assets

As of September 30, 2015 and December 31, 2014, we have pledged or restricted $1,465 million and $29.3 million principally from finished goods and raw materials inventory, as well as certain property and equipment, direct lease vehicles, receivables and cash as collateral for letters of credit including our Warehouse line of credit and our Asset-based credit arrangement, real estate leases, and insurance policies.

Interest Expense

The following table presents the aggregate amount of interest expense recognized on the Warehouse Facility, Credit Agreement, 2018 Notes, 2019 Notes, and 2021 Notes relating to the contractual interest coupon and amortization of the debt issuance costs and debt discount.

	Three Months Ended	Nine Months Ended
	September 30,	September 30,

	2015	2014	2015	2014
Contractual interest coupon	$8,362	$7,522	$23,410	$11,174
Amortization of debt issuance costs	1,945	1,516	5,202	2,252
Amortization of debt discount	24,802	23,609	72,653	32,102
Total	$35,109	$32,647	$101,265	$45,528

Note 9 - Equity Incentive Plans

Performance-based Stock Option Grant

In 2014, to create incentives for continued long term success beyond the Model S program and to closely align executive pay with our stockholders' interests in the achievement of significant milestones by our company, the Compensation Committee of our Board of Directors granted stock options to certain employees to purchase an aggregate 1,073,000 shares of our common stock. Each such grant consists of four vesting tranches with a vesting schedule based entirely on the attainment of future performance milestones, assuming continued employment and service to us through each vesting date.

- 1/4th of the shares subject to the options are scheduled to vest upon completion of the first Model X Production Vehicle;
- 1/4th of the shares subject to the options are scheduled to vest upon achieving aggregate vehicle production of 100,000 vehicles in a trailing 12-month period;

- 1/4th of the shares subject to the options are scheduled to vest upon completion of the first Gen III Production Vehicle; and
- 1/4th of the shares subject to the options are scheduled to vest upon achievement of annualized gross margin of greater than 30.0% in any three years

The following performance milestone was achieved in the third quarter and ratified by the Compensation Committee on October 6, 2015.

- Completion of the first Model X Production Vehicle

We begin recording stock-based compensation expense as each milestone becomes probable. For the three and nine months ended September 30, 2015, we recorded stock-based compensation expense of $2.7 million and $10.4 million related to this grant. For the three and nine months ended September 30, 2014, we recorded stock-based compensation expense of $2.9 million and $9.2 million related to this grant.

2012 CEO Grant

In August 2012, our Board of Directors granted 5,274,901 stock options to our CEO (2012 CEO Grant). The 2012 CEO Grant consists of ten vesting tranches with a vesting schedule based entirely on the attainment of both performance conditions and market conditions, assuming continued employment and service to us through each vesting date.

Each of the ten vesting tranches requires a combination of one of the ten pre-determined performance milestones and an incremental increase in our market capitalization of $4.0 billion, as compared to the initial market capitalization of $3.2 billion measured at the time of the 2012 CEO Grant.

As of September 30, 2015, the market conditions for seven vesting tranches and the following performance milestones were achieved and approved by our Board of Directors:

- Successful completion of the Model X Alpha Prototype; and
- Successful completion of the Model X Beta Prototype

As of September 30, 2015, the following three performance milestones were considered probable of achievement:

- Successful completion of the Model 3 Alpha Prototype
- Aggregate vehicle production of 100,000 vehicles; and
- Successful completion of the Model 3 Beta Prototype

The following performance milestone was achieved in the third quarter and ratified by the Compensation Committee on October 6, 2015.

- Completion of the first Model X Production Vehicle

We begin recording stock-based compensation expense as each milestone becomes probable. For the three and nine months ended September 30, 2015, we recorded stock-based compensation expense of $6.8 million and $9.5 million related to this grant. For the three and nine months ended September 30, 2014, we recorded stock-based compensation expense of $3.8 million and $18.2 million related to this grant.

No cash compensation has been received by our CEO for his services to the company.

Summary Stock-Based Compensation Information

The following table summarizes our stock-based compensation expense by line item in the consolidated statements of operations (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Cost of sales	$3,828	$5,383	$13,249	$12,401
Research and development	24,153	16,639	63,857	45,006
Selling, general and administrative	28,052	17,136	65,288	54,572
Total	$56,033	$39,158	$142,394	$111,979

Note 10 - Commitments and Contingencies

Legal Proceedings

From time to time, we are subject to various legal proceedings that arise from the normal course of business activities. In addition, from time to time, third parties may assert intellectual property infringement claims against us in the form of letters and other forms of communication. If an unfavorable ruling were to occur, there exists the possibility of a material adverse impact on our results of operations, prospects, cash flows, financial position and brand.

In November 2013, a putative securities class action lawsuit was filed against Tesla in U.S. District Court, Northern District of California, alleging violations of, and seeking remedies pursuant to, Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5. The complaint, made claims against Tesla and our CEO, Elon Musk, sought damages and attorney’s fees on the basis of allegations that, among other things, Tesla and Mr. Musk made false and/or misleading representations and omissions, including with respect to the safety of Model S. This case was brought on behalf of a putative class consisting of certain persons who purchased Tesla’s securities between August 19, 2013 and November 17, 2013. On September 26, 2014, the trial court, upon the motion of Tesla and Mr. Musk, dismissed the complaint with prejudice, and thereafter issued a formal written order to that effect. The plaintiffs have appealed from the trial court’s order, and that appeal is pending.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our consolidated financial statements and the related notes that appear elsewhere in this Form 10-Q.

Overview and Quarter Highlights

We design, develop, manufacture and sell high-performance fully electric vehicles, advanced electric vehicle powertrain components and energy storage products. We are currently producing and selling our Model S sedan and our Model X crossover. Both vehicles offer exceptional performance, functionality and attractive styling. Since the introduction of Model S in June 2012, we have enhanced our vehicle offerings with All-Wheel Drive versions, new battery pack options and additional functionality including our Autopilot system. We commenced customer deliveries of our Model X in September 2015 and are currently ramping production. We have delivered almost 90,000 vehicles through September 30, 2015. We intend to unveil Model 3, a lower priced sedan designed for the mass market, in the first quarter of 2016 with first deliveries planned for late 2017.

In addition to our automotive products, we recently announced the next generation of our energy storage products, the 7 kWh and 10 kWh Powerwall for residential applications and the 100 kWh Powerpack for commercial and industrial applications. We began production and deliveries of these products, which we will market under the Tesla Energy brand, in the third quarter of 2015. We have transitioned the production of these products from the Fremont Factory to the Gigafactory during Q4 in order to increase our production capacity sooner than our prior plan

Our primary source of revenue is from the sale of our vehicles. During the three months ended September 30, 2015, we recognized total revenues of $936.8 million, an increase of $85.0 million over total revenues of $851.8 million for the three months ended September 30, 2014, primarily driven by growth of Model S deliveries worldwide. Gross margin for the three months ended September 30, 2015 was 24.7%, a decrease from 29.6% for the three months ended September 30, 2014.

We continue to increase our sales and service footprint worldwide and expand our Supercharging network. With the continued global expansion of our customer support and Supercharger infrastructure, selling, general and administrative expenses were $236.4 million for the three months ended September 30, 2015, compared to $155.1 million for the three months ended September 30, 2014.

Management Opportunities, Challenges and Risks

Vehicle Orders, Production and Deliveries

With the introduction of Model X in September 2015, we now sell two vehicles simultaneously. We have broadened the appeal of Model S by introducing new variants that improve range, performance and value. For those wanting a more affordable car, we introduced Model S 70 with a starting price of only $70,000 before incentives and fuel savings. A new 90kWh battery pack option increases the range of our 85D by 6%, which enables almost 300 miles of range at 65 mph. Finally, for our performance enthusiasts, the new Ludicrous mode option improves 0 to 60 mph acceleration to 2.8 seconds. The introduction of Model X now provides customers with a performance electric vehicle option in the crossover segment for the first time. Similar to Model S, we expect to introduce new versions and functionality for the Model X over time. Since the Model X launch event, order rates have accelerated for both Model S and Model X. Although it is too early to draw firm conclusions, this supports our expectation that Model X will expand the market for Tesla vehicles, with little to no cannibalization of Model S. Overall, we expect that demand for our vehicles will continue to increase worldwide as more people drive and become aware of our vehicles, as we grow our customer sales and support infrastructure, and as we continue to develop our products.

We are confident of having combined Model S and Model X average production and delivery levels of 1,600 to 1,800 vehicles per week in 2016. In August 2014, we began our production ramp by transitioning to our new final assembly line and upgrading our body center. These production capacity increases continued into 2015, with further investments including building a new paint shop, a new body shop for Model X, and additional stamping capacity. We expect our annual production will increase over 50% each year for the next several years. In addition, scaling our deliveries entails that we will continue to have a number of customer-configured cars in-transit. We therefore would generally expect production to exceed deliveries, resulting in higher finished goods inventory.

During 2015, we achieved significant efficiencies in Model S production and recently began ramping up production of Model X. While Model S production is on track to achieve our production and delivery plans for the year, there are many dependencies that could influence our fourth quarter production and deliveries. For example, the near term ramp of Model X production has been constrained primarily by the supply of components related to the second row seats. To eliminate these supply constraints and achieve a better overall outcome, we have brought manufacturing of these seats in-house. However, this causes a short-term production disruption. In addition we, and some of our other Model X suppliers, are still ramping up and fine-tuning production. While we continue to work with many of these suppliers to deliver high quality production parts in quantities sufficient to meet our planned Model X production ramp, their performance adds uncertainty to our production plans. Since production for Model X ramps rapidly late in the fourth quarter, for example, a one-week push out of this ramp due to an issue at even a single supplier could reduce Model X production by approximately 800 units for the quarter. Finally, the timing of the Model X production ramp and high Model S and Model X deliveries in the fourth quarter create operational challenges for our delivery organization towards the end of the year. Given these uncertainties, we are projecting to produce 15,000 to 17,000 vehicles, and deliver 17,000 to 19,000 vehicles, totaling about 50,000 to 52,000 deliveries for this year. We expect that Model X will achieve steady state production capacity during the first quarter of 2016 as we do not foresee any significant production, design or supply chain constraints that will impact this plan.

In addition to expanding our production, we expect to continue to lower the cost of manufacturing our vehicles over the next several quarters. We expect that this trend will contribute to improved gross margin over time, excluding the impact of foreign currency movements and product mix. Significant cost improvements for Model S were achieved in 2014 and 2015, including material cost reductions from both engineering and commercial actions, and manufacturing efficiencies. However, during our product introductions in 2014 and 2015, we incurred manufacturing inefficiencies which negatively impacted our gross margin. We expect that both manufacturing and supply chain inefficiencies typical of a new product introduction will suppress Model X margins as production ramps until production stabilizes in the first quarter of next year. While we expect Model X to eventually achieve gross margin comparable with Model S, if we are not able to achieve the planned cost reductions from our various cost savings and process improvement initiatives or introduce Model X efficiently, our ability to reach our gross margin goals would be negatively affected in the short-term.

To support our planned vehicle growth in 2016, we plan to continue expanding stores and service infrastructure worldwide, provide more timely service in areas with a high concentration of Tesla customers, and continue expanding our Supercharger and destination charger network. Since we now offer our vehicles in many countries throughout North America, Europe and Asia, our expansion will primarily occur in geographic areas in which we already have a presence. We expect our long-term sales outside of North America will be almost half of our worldwide automotive revenue. Despite initial challenges in China, we plan to continue to invest in our infrastructure there as we believe that China could be one of our largest vehicle markets within a few years. However, as compared to markets in the United States and Europe, we have relatively limited experience in China and other Asian markets; thus, we may face continuing difficulties meeting our future vehicle expansion plans in Asia.

Trends in Capital Expenditures and Operating Expenses

Our capital expenditures and operating expenses have significantly increased in the past year. As we continue to invest in the long term growth of Tesla, capital spending and operating expenses will continue to increase, but at a more moderate pace than in 2014. During 2015, capital expenditures are expected to be about $1.7 billion as we expand production capacity, ramp Model X production, continue to build the Gigafactory, expand our stores and service centers, expand our Supercharger network, and continue other product development programs, including Model 3. The increase in spending is primarily due to accelerated investments in the Gigafactory, further vertical integration of seat assembly and other manufacturing activities, as well as faster milestone execution by certain suppliers for Model X manufacturing equipment and tooling.

Our operating expenses are expected to grow by about 50% in 2015 as compared to 2014 which will be less than half the pace of growth in 2014. Operating expenses should increase slightly in Q4, but reflect a further decline in Model X development expenses, offset by increased costs related to expanding our global sales capability and developing Model 3. We expect sales, general and administrative expenses to decline over time as a percentage of revenue as we focus on increasing operational efficiency while continuing to expand our customer and corporate infrastructure. Over time, we also expect overall operating expenses to decrease as a percentage of revenue.

As of September 30, 2015 and December 31, 2014, the net book value of our Supercharger network was $152.4 million and $107.8 million and currently includes 536 locations globally. We plan to continue investing in our Supercharger network for the foreseeable future, including in North America, Europe and Asia and expect such spending to be approximately 5% of total capital spending over the next 12 months. During 2015, this investment will grow our Supercharger network by about 50%. We allocate Supercharger related expenses to cost of automotive revenues and selling, general, and administrative expenses. These costs were immaterial for all periods presented.

Customer Financing Options

We offer loans and leases in North America, Europe and Asia primarily through various financial institutions. We offer a resale value guarantee in connection with certain loans offered by financial institutions and have provided this guarantee to approximately 15,500 Model S customers. We expanded this program to selected European and Asian markets during the first half of 2015. Resale value guarantees available for exercise within the next 12 months are $85.6 million and relate to 1,921 vehicles.

Vehicle deliveries with the resale value guarantee do not impact our near-term cash flows and liquidity, since we receive the full amount of cash for the vehicle sales price at delivery. However, this program requires the deferral of revenues and costs into future periods as they are considered leases for accounting purposes. As these deferred revenue and costs are recognized over the residual value periods, total automotive revenue and gross margin increase.

While we do not assume any credit risk related to the customer, if a customer exercises the option to return the vehicle to us, we are exposed to liquidity risk that the resale value of vehicles under these programs may be lower than our guarantee, or the volume of vehicles returned to us may be higher than our estimates, or we may be unable to resell the used cars in a timely manner, all of which could adversely impact our cash flows. Alternatively, in cases where customers retain their vehicles past the expiration of the guarantee period, the remaining deferred revenues and costs will be recognized at no gross profit.

Based on current market demand for our cars, we estimate the resale prices for our vehicles will continue to be above our resale value guarantee amounts. Should market values of our vehicles or customer demand decrease, these estimates may be impacted materially.

We currently offer leases in the U.S. directly from Tesla Finance, our captive financing entity, as well as through a banking partner. Leasing through Tesla Finance is now available in 37 states, the District of Columbia and in 4 provinces of Canada. Through September 30, 2015, we have leased approximately 2,900 vehicles through Tesla Finance and approximately 4,100 vehicles through our banking partner. Leasing through both Tesla Finance and our banking partner exposes us to residual value risk and will adversely impact our near-term operating results by requiring the deferral of revenues and costs into future periods under lease accounting. In addition, for leases offered directly from Tesla Finance (but not for those offered through our bank partner), we will not receive the full amount of the cash for the vehicle price at delivery and will assume customer credit risk. We plan to continue expanding our leasing offerings.

The Tesla Gigafactory

We are building the Tesla Gigafactory, a facility where we intend to work together with our suppliers to integrate production of battery material, cells, modules and battery packs in one location. In June 2014, we broke ground on the Gigafactory outside of Reno, Nevada. While construction is still continuing, we relocated production of our Tesla Energy products to the Gigafactory in the fourth quarter of 2015 to a new automated assembly line several quarters ahead of our initial plan. While this will allow us to better accommodate our expected growth, we expect it will cause short-term disruption in Tesla Energy production and deliveries during the fourth quarter of this year. We anticipate beginning cell production, initially for Tesla Energy products, by the end of 2016.

We continue to invest in construction of the building and utilities at the Gigafactory and in production equipment for battery, module and pack production. We will be responsible for the overall management of the Gigafactory and will engage with partners who have significant experience in battery cell and material production. We have partnered with Panasonic to manufacture and supply us with battery cells and we anticipate bringing on additional partners to create a fully integrated industrial complex. Given the size and complexity of this undertaking, the cost of building and operating the Gigafactory could exceed our current expectations, we may have difficulty signing up additional partners, and the Gigafactory may take longer to bring online than we anticipate.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. We base our estimates on historical experience, as appropriate, and on various other assumptions that we believe to be reasonable under the circumstances. Changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, actual results could differ significantly from the estimates made by our management. We evaluate our estimates and assumptions on an ongoing basis. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected.

For a description of our critical accounting policies and estimates, please refer to the "Critical Accounting Policies and Estimates" section of our Management's Discussion and Analysis of Financial Condition and Results of Operations contained in our Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission (SEC). In addition, please refer to Note 2, "Summary of Significant Accounting Policies," to our Consolidated Financial Statements included under Part I, Item 1 of this Quarterly Report on Form 10-Q which also includes discussion of Recent Accounting Pronouncements that may impact us.

Results of Operations

Revenues

Automotive revenue includes revenues related to deliveries of new Model S and Model X vehicles, including internet connectivity, Supercharging access, and specified software updates for cars equipped with Autopilot hardware, as well as sales of regulatory credits to other automotive manufacturers, amortization of revenue for cars sold with resale value guarantees, and Model S leasing revenue.

Services and other revenue consists of sales of electric vehicle powertrain components and systems to other manufacturers, maintenance and development services, Tesla Energy products, and pre-owned Tesla vehicles.

Automotive revenue during the three and nine months ended September 30, 2015 were $852.6 million and $2.62 billion, an increase from $799.9 million and $2.12 billion during the three and nine months ended September 30, 2014. The increase was primarily driven by the ramp in Model S deliveries. For the three and nine months ended September 30, 2015, automotive revenue includes $83.5 million and $206.7 million from the accretion of the deferred revenues from our resale value guarantee and other similar programs, as well as Model S leasing, an increase from $34.2 million and $87.3 million during the three and nine months ended September 30, 2014 as a result of a greater number of resale value guarantees.

Service and other revenue during the three and nine months ended September 30, 2015 were $84.2 million and $207.7 million, an increase from $51.9 million and $125.1 million during the three and nine months ended September 30, 2014, related primarily to increases in pre-owned vehicle sales, maintenance service revenue, and powertrain sales.

Cost of Revenues and Gross Profit

Cost of revenues includes direct parts, material and labor costs, manufacturing overhead, including amortized tooling costs, royalty fees, shipping and logistic costs and reserves for estimated warranty expenses. Cost of revenues also includes adjustments to warranty expense and charges to write down the carrying value of our inventory when it exceeds its estimated net realizable value and to provide for obsolete and on-hand inventory in excess of forecasted demand.

Cost of automotive revenues during the three and nine months ended September 30, 2015 were $628.7 million and $1.93 billion, an increase from $552.9 million and $1.51 billion for the three and nine months ended September 30, 2014. The increase in cost of automotive revenues was driven primarily by increased Model S deliveries. In the three and nine months ended September 30, 2015, we recognized $43.8 million and $111.2 million in cost of automotive revenues related to cars accounted for as operating leases. In the three and nine months ended September 30, 2014, we recognized $21.9 million and $58.2 million in cost of automotive revenues related to cars accounted for as operating leases.

Cost of services and other revenue during the three and nine months ended September 30, 2015 were $76.6 million and $199.8 million, an increase from $46.9 million and $112.7 million for the three and nine months ended September

30, 2014. The increase in cost of services and other revenues was driven primarily by greater pre-owned vehicle sales and increased cost associated with powertrain sales to Daimler and maintenance services.

Gross profit for the three and nine months ended September 30, 2015 was $231.5 million and $704.9 million, an increase from $251.9 million and $620.0 million during the three and nine months ended September 30, 2014. Gross margin for the three and nine months ended September 30, 2015 were 24.7% and 24.9%, a decrease from 29.6% and 27.7% during the three and nine months ended September 30, 2014. The lower margin was primarily due to product and regional mix shift, as a greater percentage of sales were derived from vehicle models with lower average selling prices, and increased manufacturing costs related to the ramp in production of the small drive unit for dual motor Model S vehicles, obsolete inventory and lower ZEV credits revenue. This margin decrease was partially offset by an increasing amount of revenues from vehicles accounted for as leases including direct lease vehicles and those under our resale value guarantee programs which have a significantly higher gross margin and from material cost savings. Services and other gross margin was also down year over year, primarily driven by a planned price reduction for powertrain sales to Daimler.

Research and Development Expenses

Research and development (R&D) expenses consist primarily of personnel costs for our teams in engineering and research, supply chain, quality, manufacturing engineering and manufacturing test organizations, prototyping expense, contract and professional services and amortized equipment expense. Also included in R&D expenses are development services costs that we incur, if any, prior to the finalization of agreements with our development services customers as reaching a final agreement and revenue recognition is not assured. Development services costs incurred after the finalization of an agreement are recorded in cost of revenues.

R&D expenses for the three months ended September 30, 2015 were $178.8 million, an increase from $135.9 million for the three months ended September 30, 2014. The increase in R&D expenses consisted primarily of a $28.0 million increase in expensed materials primarily to support our Model X development, and other Model S improvements, a $21.5 million increase in employee compensation expenses, a $14.3 million decrease in costs related to Model X, Autopilot and dual motor powertrain engineering, design and testing activities and a $6.3 million increase in stock-based compensation expense related to increased headcount and increasing values of awards granted.

R&D expenses for the nine months ended September 30, 2015 were $527.7 million, an increase from $325.1 million for the nine months ended September 30, 2014. The increase in R&D expenses consisted primarily of a $90.3 million increase in expensed materials primarily to support our Model X development, Autopilot, and other Model S improvements, a $66.4 million increase in employee compensation expenses, a $16.7 million increase in stock-based compensation expense related to increased headcount and increasing values of awards granted, and a $9.4 million increase in costs related to Model X, Autopilot and dual motor powertrain engineering, design and testing activities.

Selling, General and Administrative Expenses

Selling, general and administrative (SG&A) expenses consist primarily of personnel and facilities costs related to our Tesla stores, marketing, sales, executive, finance, human resources, information technology and legal organizations, as well as litigation settlements and fees for professional and contract services.

SG&A expenses for the three months ended September 30, 2015 were $236.4 million, an increase from $155.1 million for the three months ended September 30, 2014. SG&A expenses increased primarily from higher headcount and costs, including stock based compensation, to support an expanded retail, service and Supercharger footprint as well as the general growth of the business. The increase in our SG&A expenses consisted primarily of a $37.9 million increase in employee compensation expenses related to higher sales and marketing headcount to support sales activities worldwide and higher general and administrative headcount to support the expansion of the business, $22.5 million increase in office, information technology and facilities-related costs to support the growth of our business as well as sales and marketing activities to handle our expanding market presence, and a $12.8 million increase in professional and outside services costs.

SG&A expenses for the nine months ended September 30, 2015 were $633.6 million, an increase from $406.7 million for the nine months ended September 30, 2014. SG&A expenses increased primarily from higher headcount and costs, including stock based compensation, to support an expanded retail, service and Supercharger footprint as well as the general growth of the business. The increase in our SG&A expenses consisted primarily of a $98.2 million increase in employee compensation expenses related to higher sales and marketing headcount to support sales activities worldwide and higher general and administrative headcount to support the expansion of the business, a $59.9 million increase in office, information technology and facilities-related costs to support the growth of our business as well as sales and marketing activities to handle our expanding market presence, a $30.8 million increase in professional and outside services costs, and a $28.2 million increase in global expansion events for auto shows, regional delivery and test drives.

Interest Expense

Interest expense for the three and nine months ended September 30, 2015 was $29.3 million and $80.2 million, as compared to $29.1 million and $72.2 million during the three and nine months ended September 30, 2014. For the three months ended September 30, 2015, interest expense increased as compared to the same period in the prior year as a result of an increase on outstanding debt on the 2019 & 2021 notes and on vehicle and capital leases. The increase in year to date interest expense from 2014 to 2015 was due to the issuance of $920.0 million aggregate principal amount of 2019 Notes and $1.38 billion aggregate principal amount of 2021 Notes during the first half of 2014.

Other Income (Expense), Net

Other income (expense), net, consists primarily of foreign exchange gains and losses related to our foreign currency-denominated assets and liabilities. We expect our foreign exchange gains and losses will vary depending upon movements in the underlying exchange rates.

Other income (expense) was ($15.4) million and ($3.1) million in the three months ended September 30, 2015 and 2014 and ($24.5) million and $2.4 million in the nine months ended September 30, 2015 and 2014. Fluctuations in other income (expense) are primarily the result of unrealized gains(losses) from foreign currency exchange of ($16.8) million and ($2.6) million in the three months ended September 30, 2015 and 2014 and ($25.6) million and $2.7 million in the nine months ended September 30, 2015 and 2014, related to Norwegian krone, Canadian dollars, and Chinese yuan .

Provision for Income Taxes

Our provision for income taxes for the three and nine months ended September 30, 2015 was $1.8 million and $8.0 million, compared to $3.7 million and $5.7 million during the three and nine months ended September 30, 2014. The increases in the provision for income taxes were due primarily to the increase in taxable income in our international jurisdictions.

Liquidity and Capital Resources

As of September 30, 2015, we had $1.4 billion in principal sources of liquidity available from our cash and cash equivalents including $617.4 million of money market funds. Amounts held in foreign currencies had a U.S. dollar equivalent of $374.2 million as of September 30, 2015, and consisted primarily of euro, Norwegian krone, Japanese yen, Swiss francs, and Canadian dollars.

Sources of cash are predominately from our deliveries of Model S, as well as customer deposits for Model S and Model X, sales of regulatory credits, sales of powertrain components, Tesla Energy products, proceeds from financing activities, and sales from service locations. We expect that our current sources of liquidity, including cash and cash equivalents, together with our current projections of cash flow from operating activities, will provide us with adequate liquidity over the next 12 months based on our current plans. These cash flows enable us to fund our ongoing operations, research and development projects for our planned Model X, Model 3, and certain other future products; purchase tooling and manufacturing equipment required to introduce Model X and to continue to ramp up production of Model S; construct our Gigafactory; and establish and expand our stores, service centers and Supercharger network. We currently anticipate making aggregate capital expenditures of about $1.7 billion during 2015.

In June 2015, we entered into a senior secured asset-based revolving credit agreement with a syndicate of banks. The Credit Agreement provides for a senior secured asset-based revolving credit facility, which we may draw upon as needed. In October, lenders increased their total funding commitments to us under the Credit Facility by up to an additional $250.0 million, subject to certain conditions, for total commitments up to $750 million. Borrowed funds bear interest, at the Company’s option, at an annual rate of (a) 1% plus LIBOR or (b) the highest of (i) the federal funds rate plus 0.50%, (ii) the lenders “prime rate” or (iii) 1% plus LIBOR. As of September 30, 2015, we have no borrowings under the Credit Facility.

When market conditions are favorable, we may evaluate alternatives to pursue liquidity options to fund capital intensive initiatives. Should prevailing economic, financial, business or other factors adversely affect our ability to meet our operating cash requirements, we could be required to obtain funding though traditional or alternative sources of financing. We cannot be certain that additional funds would be available to us on favorable terms when required, or at all.

Summary of Cash Flows

	Nine Months Ended September 30	
	2015	2014
Net cash provided by (used in) operating activities	$(494,650)	$29,065
Net cash used in investing activities	(1,259,271)	(618,213)
Net cash provided by financing activities	1,298,485	2,131,805

Cash Flows from Operating Activities

Our cash flows from operating activities are significantly affected by our cash investments to support the growth of our business in areas such as manufacturing, research and development and selling, general and administrative. Our operating cash flows are also affected by our working capital needs to support growth and fluctuations in inventory, personnel related expenditures, accounts payable and other current assets and liabilities.

Our operating cash inflows include cash from sales of our vehicles, customer deposits for Model S and Model X, sales of regulatory credits, and sales of powertrain components and systems. These cash inflows are offset by payments we make to our suppliers for production materials and parts used in our manufacturing process, employee compensation, operating leases and interest expense on our financings.

During the nine months ended September 30, 2015 and 2014, cash provided by (used in) operating activities was $494.7 million and $29.1 million. The decrease in operating cash flows in 2015 as compared to 2014 was due to an increase in finished goods inventory primarily due to cars in transit for customer orders and pre-owned vehicles, partially offset by proceeds from sales and marketing vehicles, as well as cash used for direct lease vehicles and higher operating expenses in R&D and SG&A.

Cash Flows from Investing Activities

Cash flows from investing activities primarily relate to capital expenditures to support our growth in operations, including investments in product manufacturing equipment and tooling, Gigafactory construction, and our stores, service centers and Supercharger network infrastructure. During the nine months ended September 30, 2015 and 2014, cash used in investing activities was $1.3 billion and $618.2 million. Cash flows from investing activities and variability between comparable periods related primarily to capital expenditures, which were $1.2 billion and $601.2 million during the nine months ended September 30, 2015 and 2014.

In 2014, we began construction of our Gigafactory facility in Nevada. Tesla's contribution to total capital expenditures is expected to be about $2.0 billion over the next 5 years. During the nine months ended September 30, 2015, we used cash of $158.6 million towards the construction of this project and expect to spend up to $300 million for the full year.

Cash Flows from Financing Activities

During the nine months ended September 30, 2015 and 2014, net cash provided by financing activities was $1.3 billion and $2.13 billion. Cash flows from financing activities during the nine months ended September 30, 2015 consisted primarily $738.3 million net proceeds from August 2015 public offering of 3,099,173 shares of common stock and $360.0 million received from vehicle sales to our bank leasing partners. Cash flows from financing activities during the nine months ended September 30, 2014 consisted primarily of $2.3 billion net proceeds from the issuance of our 2019 and 2021 Notes, including the associated hedge and warrant transactions.

0.25% and 1.25% Convertible Senior Notes and Bond Hedge and Warrant Transactions

In 2014, we issued $920.0 million principal amount of 0.25% convertible senior notes due 2019 (2019 Notes) and $1.38 billion principal amount of 1.25% convertible senior notes due 2021 (2021 Notes) in a public offering. The total net proceeds from these offerings, after deducting transaction costs, were approximately $905.8 million from 2019 Notes and $1.36 billion from 2021 Notes. The interest rates are fixed at 0.25% and 1.25% per annum for the 2019 and 2021 Notes and are payable semi-annually in arrears on March 1 and September 1 of each year, commencing on September 1, 2014.

In connection with the offering of these notes in 2014, we purchased a convertible note hedges for an aggregate $603.4 million and sold warrants for an aggregate $389.2 million. Taken together, the purchase of the convertible note hedges and the sale of warrants are intended to reduce potential dilution and/or offset potential cash payments upon the conversion of the 2019 Notes and 2021 Notes.

During the third quarter of 2015, the closing price of our common stock did not meet or exceed 130% of the applicable conversion price of our 2019 Notes and 2021 Notes on at least 20 of the last 30 consecutive trading days of the quarter; furthermore, no other conditions allowing holders of these notes to convert have been met as of September 30, 2015. Therefore, the 2019 Notes and 2021 Notes are not convertible during the fourth quarter of 2015 and are classified as long-term debt. Should the closing price conditions be met in the fourth quarter of 2015 or a future quarter, the 2019 Notes and 2021 Notes will be convertible at their holders' option during the immediately following quarter.

1.50% Convertible Senior Notes and Bond Hedge and Warrant Transactions

In May 2013, we issued $660.0 million aggregate principal amount of 1.50% convertible senior notes due 2018 (the 2018 Notes) in a public offering. The net proceeds from the offering, after deducting transaction costs, were approximately $648.0 million. The interest under the 2018 Notes is fixed at 1.50% per annum and is payable semi-annually in arrears on June 1 and December 1 of each year, commencing on December 1, 2013.

In connection with the offering of the 2018 Notes, we purchased convertible note hedges for an aggregate $177.5 million and sold warrants for an aggregate $120.3 million. Taken together, the purchase of the convertible note hedges and the sale of warrants are intended to reduce potential dilution and/or offset potential cash payments upon the conversion of the 2018 Notes.

During the third quarter of 2015, the closing price of our common stock exceeded 130% of the applicable conversion price of our 2018 Notes on at least 20 of the last 30 consecutive trading days of the quarter; therefore, holders of 2018 Notes may convert their notes during the fourth quarter of 2015. Upon conversion of 2018 Notes, we will be obligated to pay cash for the principal amount of the converted notes and we may also have to deliver shares of our common stock in respect of such converted notes. Any conversion of the 2018 Notes prior to their maturity or acceleration of the repayment of the 2018 Notes could have a material adverse effect on our cash flows, business, results of operations and financial condition. Should the closing price conditions be met again in the fourth quarter of 2015 or a future quarter, 2018 Notes will be convertible at their holders' option during the immediately following quarter. Under current market conditions, we do not expect the 2018 Notes will be converted in the short term.

For more information on the 2018 Notes, 2019 Notes, and 2021 Notes see Note 8 to our Consolidated Financial Statements included under Part 1, Item 1 of this Quarterly Report on Form 10-Q.

Contractual Obligations

We are party to contractual obligations involving commitments to make payments to third parties, including certain debt financing arrangements and leases, primarily for stores, service centers, certain manufacturing and corporate offices. These also include, as part of our normal business practices, contracts with suppliers for purchases of certain raw materials, components, and services to facilitate adequate supply of these materials and services and capacity reservation contracts.

As of September 30, 2015, we have borrowed $124.4 million and $0 million under our Warehouse Facility and Credit Facility. The Warehouse facility matures in March 2017 and the Credit Facility matures in June 2020, at which time all outstanding borrowing will become due. Prior to that date, principal payments will be due in the amount that the borrowing limit decreases below our outstanding principal balance. To date, no principal repayments were owed. For more information on the Warehouse Facility and Credit Facility, see Note 8 to our Consolidated Financial Statements included under Part 1, Item 1 of this Quarterly Report on Form 10-Q.

Under our arrangement with one of our bank leasing partners, we have guaranteed the bank will receive a minimum residual value at the end of the lease term for each vehicle they purchase. At the end of the lease term, if the bank sells the vehicle, we are obligated to pay the bank for any shortfall between the vehicle's sales proceeds and the guarantee amount, or, at our option, we may elect to repurchase the vehicles by paying the full guarantee amount, which was $210.0 million as of September 30, 2015.

There have been no other material changes during the nine months ended September 30, 2015 from the contractual obligations disclosed in Part II, Item 7, Contractual Obligations, of our Annual Report on Form 10-K for the year ended December 31, 2014.

Off-Balance Sheet Arrangements

During the periods presented, we did not have relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Risk

Our revenues and costs denominated in foreign currencies are not completely matched. Accordingly, if the value of the U.S. dollar depreciates significantly against currencies where we have a net short exposure, our costs as measured in U.S. dollars as a percent of our revenues will correspondingly increase which may adversely impact our operating results. Conversely, as the value of the U.S. dollar appreciates significantly against currencies where revenues exceed expenses, our revenues as measured in U.S. dollars may be reduced.

As a result of the unfavorable impact from unsettled foreign currency-denominated intercompany balances and foreign currency cash holdings, related largely to our Norwegian kroner, Canadian dollar, and Chinese yuan balances, we recorded unrealized losses of $35.6 million on foreign exchange transactions in other income (expense), net, for the nine months ended September 30, 2015.

Interest Rate Risk

We had cash and cash equivalents totaling $1.4 billion as of September 30, 2015. A significant portion of our cash and cash equivalents were invested in money market funds. Cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. We believe that we do not have any material exposure to changes in the fair value as a result of changes in interest rates due to the short term nature of our cash equivalents.

As of September 30, 2015, we had $2.96 billion aggregate principal amount of convertible senior notes outstanding and capital lease obligations of $28.0 million, all of which are fixed rate instruments. Therefore, these instruments are not subject to fluctuations in interest rates.

We pay interest on our Warehouse Facility at a rate of LIBOR plus 1.65% and our Credit Agreement at a rate of LIBOR plus 1.0%. As such, should interest rates increase significantly it could have an adverse impact on our results of operations and cash flows.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2015. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures as of September 30, 2015, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting which occurred during the period covered by this Quarterly Report on Form 10-Q, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Securities Litigation

In November 2013, a putative securities class action lawsuit was filed against Tesla in U.S. District Court, Northern District of California, alleging violations of, and seeking remedies pursuant to, Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5. The complaint, made claims against Tesla and our CEO, Elon Musk, sought damages and attorney's fees on the basis of allegations that, among other things, Tesla and Mr. Musk made false and/or misleading representations and omissions, including with respect to the safety of Model S. This case was brought on behalf of a putative class consisting of certain persons who purchased Tesla's securities between August 19, 2013 and November 17, 2013. On September 26, 2014, the trial court, upon the motion of Tesla and Mr. Musk, dismissed the complaint with prejudice, and thereafter issued a formal written order to that effect. The plaintiffs have appealed from the trial court's order, and that appeal is pending.

Other Matters

From time to time, we are subject to various other legal proceedings that arise from the normal course of business activities. In addition, from time to time, third parties may assert intellectual property infringement claims against us in the form of letters and other forms of communication. If an unfavorable ruling were to occur, there exists the possibility of a material adverse impact on our results of operations, prospects, cash flows, financial position and brand.

ITEM 1A. RISK FACTORS

You should carefully consider the risks described below together with the other information set forth in this report, which could materially affect our business, financial condition and future results. The risks described below are not the only risks facing our company. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

Risks Related to Our Business and Industry

We may experience significant delays or other complications in the design, manufacture, launch and production ramp of new vehicles such as Model X and future vehicles such as Model 3, which could harm our brand, business, prospects, financial condition and operating results.

We may experience significant delays or other complications in bringing to market and ramping production of Model X and other new vehicles. While we commenced Model X deliveries late in the third quarter of this year, we have only recently begun manufacturing Model X vehicles, and various factors could result in delays in its production ramp, including the capacity of our suppliers to deliver us components at the timing and volumes we require and timely completion of foreign regulatory approvals. In addition, since Model X shares certain production facilities with the Model S, Model S production may be impacted if the ramp of Model X is not as efficient as we plan.

We have experienced delays or other complications in connection with new vehicle models in the past, such as production ramp delays for Model S in 2012 and the All-Wheel Drive Dual Motor Model S, and the launch of Model X. Any significant delay or other complication in the ramp of Model X or the development, manufacture, launch and production ramp of our future vehicles, including complications associated with expanding our production capacity, supply chain or regulatory approvals, could materially damage our brand, business, prospects, financial condition and operating results.

The complexity in our business continues to grow as we introduce new products and variants.

We have limited experience simultaneously designing, testing, manufacturing, upgrading, adapting and selling our electric vehicles as well as limited experience allocating our available resources among the design and production of multiple vehicles, such as Model S, Model X and Model 3, and in particular with respect to multiple vehicle models and variants. In the past, when we have added complexity to our production line, we have experienced unexpected delays. Similar problems may occur in the future as we simultaneously produce Model X and Model S vehicles, as well as future vehicles and Tesla Energy products.

We may be unable to meet our production and delivery plans for Model S and Model X, both of which could harm our business and prospects.

We have significantly increased vehicle production and deliveries since the launch of Model S in 2012, and our plans call for even greater increases going forward. Our ability to further increase Model S production and ramp production of Model X, will depend upon a number of factors, including our ability to use new manufacturing processes as planned while maintaining our desired quality levels, our suppliers' ability to deliver sufficient volumes of quality parts to us in a timely manner, and carefully but efficiently making design and production changes to ensure consistently high quality. Certain suppliers have experienced delays in meeting our demand or have sought to renegotiate the terms of the supply arrangements, and we continue to focus on supplier capabilities and constraints. While our plans call for us to significantly increase production and deliveries of our vehicles in a short amount of time, we may be unable to do so. Any delays or disruption in our production of Model S and Model X in line with our plans could materially damage our brand, business, prospects, financial condition and operating results.

In addition, we have introduced a number of new manufacturing technologies and techniques for our vehicles, such as aluminum spot welding systems and high-speed blow forming of certain difficult to stamp vehicle parts. Our vehicles also have unique design features, such as a 17 inch display screen, retractable exterior door handles, and all-new dual motor and Autopilot hardware introduced in Model S and falcon-wing doors and other unique features introduced in Model X, each of which poses different manufacturing challenges.

Concurrent with the significant increase in our planned production levels, we will also need to continue to significantly increase deliveries of our vehicles. We have limited experience in delivering a high volume of vehicles, and we may face difficulties meeting our delivery and growth plans into both existing markets as well as new markets into which we expand. If we are unable to ramp up to meet our delivery goals globally to be proportionate to the production rate of our vehicles, this could result in negative publicity, damage our brand and have a material adverse effect on our business, prospects, financial condition and operating results.

Finally, detailed long-term testing of quality, reliability and durability of our vehicles is ongoing, and in the case of production Model X vehicles has only recently commenced, and any negative results from such testing could cause production or delivery delays, cost increases, or lower quality of our vehicles.

Our long-term success will be dependent upon our ability to design, build and achieve market acceptance of our vehicles, including Model S and Model X, and new vehicle models such as Model 3.

There is no guarantee that Model S or our future vehicles will continue to be successfully accepted by the general public, especially in the long-term. Although we have successfully grown demand for Model S to date and believe that we will be able to continue to do so, there is also no guarantee that future demand for Model S will meet our expectations.

Additionally, we have limited experience in introducing new vehicles. Although we have strong initial demand for Model X, we have only recently commenced initial deliveries late in the third quarter of this year, which makes it difficult to estimate its long-term demand. To the extent that we are not able to build Model X in accordance with consumer expectations, customers may cancel their reservations and our future sales could be harmed.

While we believe that there will continue to be separate and strong demand for both Model S and Model X, we have never sold multiple vehicle models at the same time. Although we believe that each of our vehicles and their variants meet a distinct segment of the automotive market, if our vehicles end up competing with one another in the market, then our ability to sell each vehicle model at planned quantities or prices may be impacted.

Beyond Model X, we have announced our intent to develop Model 3, which we intend to offer at a lower price point and to produce at high volumes. We have not yet finalized the design, engineering or material and component sourcing plans for Model 3 and we may not be able to bring this vehicle to market at the expected price point and the expected volume. Similar to Model X, while we expect Model 3 to be an extremely popular vehicle, we do not know what long-term demand for Model 3 will be and whether it will meet our expectations. The market for vehicles in the price range we expect for Model 3 is larger, but more competitive than the markets for Model S and Model X.

Finally, we constantly innovate and introduce new vehicles and new variants containing our latest technology at a fast rate. While we also offer additional features to our existing customer base, new potential customers may decide to delay their purchases of our vehicles in order to wait for the latest Tesla vehicle or variant, which could further limit vehicle demand.

Problems or delays in bringing the Gigafactory online and operating it in line with our expectations could negatively affect the production and profitability of our products, such as Model 3 or Tesla Energy products. .

To lower the cost of cell production and produce cells in high volume, we intend to integrate the production of lithium-ion cells and finished battery packs for our vehicles, including Model 3, and Tesla Energy products at our new Gigafactory. We have limited experience in building a factory, and no direct experience in the production of lithium-ion cells. While planning discussions with production and supply chain partners continue to progress, other than Panasonic we have not finalized agreements with additional Gigafactory partners that will be co-located at the Gigafactory. Also, the cost and complexity of building and operating the Gigafactory could exceed our current expectations and the Gigafactory may take longer to bring online than we anticipate. If we are unable to build the Gigafactory in a timely manner to produce high volumes of quality lithium-ion cells at reasonable prices, our ability to supply battery packs to our products according to our schedule and/or at a price that allows us to sell them profitably and in the quantities we estimate could be constrained. Any such problems or delays with the Gigafactory could negatively affect our brand and harm our business, prospects, financial condition and operating results.

If our vehicles or vehicles that contain our powertrains fail to perform as expected, our ability to develop, market and sell our electric vehicles could be harmed.

Our vehicles or vehicles that contain our powertrains may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair. For example, the operation of our vehicles is highly dependent on software, which is inherently complex and may contain defects and errors when first introduced or later updated. Model S issues experienced by customers include those related to the software for the 17 inch display screen, the panoramic roof and the 12 volt battery. Although we attempt to remedy any issues we observe in our vehicles as effectively and as rapidly as possible, such efforts may not be timely or up to the satisfaction of our customers. While we have performed extensive internal testing, we currently have a limited frame of reference by which to evaluate the long-term performance of our battery packs, powertrains and vehicles. There can be no assurance that we will be able to detect and fix any defects in the vehicles prior to their sale to consumers.

Any product defects or any other failure of our vehicles to perform as expected could harm our reputation and result in adverse publicity, lost revenue, delivery delays, product recalls, product liability claims, harm to our brand and reputation, and significant warranty and other expenses, and could have a material adverse impact on our business, financial condition, operating results and prospects. Our Model X vehicles have not yet been evaluated by NHTSA for its 5-Star Safety Ratings, and while based on our internal testing we expect to obtain comparable ratings to those achieved by Model S, there is no assurance this will occur.

We are dependent on our suppliers, the majority of which are single source suppliers, and the inability of these suppliers to continue to deliver, or their refusal to deliver, necessary components of our vehicles in a timely manner at prices, quality levels, and volumes acceptable to us would have a material adverse effect on our financial condition and operating results.

Model S and Model X contain numerous purchased parts which we source globally from hundreds of direct suppliers, the majority of whom are currently single source suppliers for these components despite efforts to qualify and obtain components from multiple sources whenever possible. Furthermore, we do not maintain long-term agreements with a number of our suppliers.

While we believe that we may be able to establish alternate supply relationships and can obtain or engineer replacement components for our single source components, we may be unable to do so in the short term, or at all, at prices or costs that are favorable to us. In particular, while we believe that we will be able to secure alternate sources of supply for most of our single sourced components in a relatively short time frame, qualifying alternate suppliers or developing our own replacements for certain highly customized components of our vehicles may be time consuming, costly and may force us to make additional modifications to a vehicle's design.

This limited supply chain exposes us to multiple potential sources of delivery failure or component shortages for the production of our vehicles and powertrain components. We may experience delays due to supply chain disruptions with respect to Model S, Model X, Model 3 and any other future vehicle we may produce, such as those we experienced in 2012 in connection with our slower-than-anticipated Model S ramp. In addition, our currently ongoing transition from low to high volume production tooling for Model X may take longer than expected which may adversely impact our short-term financial results.

Changes in business conditions, labor issues, wars, governmental changes, natural disasters such as the March 2011 earthquakes in Japan and other factors beyond our control or which we do not presently anticipate, could also affect our suppliers' ability to deliver components to us on a timely basis. Furthermore, if we experience significantly increased demand, or need to replace certain existing suppliers, there can be no assurance that additional supplies of component parts will be available when required on terms that are favorable to us, at all, that any supplier would allocate sufficient supplies to us in order to meet our requirements or fill our orders in a timely manner, or that we could engineer replacement components ourselves. In the past, we have replaced certain suppliers because of their failure to provide components that met our quality control standards. The loss of any single or limited source supplier or the disruption in the supply of components from these suppliers could lead to vehicle design changes and delays in vehicle deliveries to our customers, which could hurt our relationships with our customers and result in negative publicity, damage to our brand and a material and adverse effect on our business, prospects, financial condition and operating results.

Changes in our supply chain have resulted in the past, and may result in the future, in increased cost and delay. We have also experienced cost increases from certain of our suppliers in order to meet our quality targets and development timelines as well as due to design changes that we made, and we may experience similar cost increases in the future. Additionally, we are negotiating with existing suppliers for cost reductions, seeking new and less expensive suppliers for certain parts, and attempting to redesign certain parts to make them less expensive to produce. If we are unsuccessful in our efforts to control and reduce supplier costs, our operating results will suffer. Additionally, cost reduction efforts may interrupt or harm our normal production processes, thereby harming vehicle quality or reducing production output. Furthermore, a failure by our suppliers to provide the components in a timely manner or at the level of quality necessary to manufacture our vehicles could prevent us from fulfilling customer orders in a timely fashion which could result in negative publicity, damage our brand and have a material adverse effect on our business, prospects, financial condition and operating results.

Finally, in October 2013, we entered into an amendment to our existing supply agreement with Panasonic Corporation in order to address our anticipated short- to medium-term lithium-ion battery cell needs. While we expect that this supply agreement, as amended, will provide us with sufficient cells for the next few years, we may not be able to meet our long-term needs, including for Model 3 and other programs we may introduce, without securing additional suppliers or other sources for cells. We have signed an agreement with Panasonic to be our partner in the Gigafactory and be responsible for, among other things, manufacturing cells from there for use in our products. If we encounter unexpected difficulties with our current suppliers, including Panasonic, and if we are unable to fill these needs from other suppliers, we could experience production delays, which could have a material adverse effect on our financial condition and operating results.

Our future growth is dependent upon consumers' willingness to adopt electric vehicles.

Our growth is highly dependent upon the adoption by consumers of alternative fuel vehicles in general and electric vehicles in particular. If the market for electric vehicles does not develop as we expect, or develops more slowly than we expect, our business, prospects, financial condition and operating results will be harmed. The market for alternative fuel vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, competition, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demands and behaviors. Factors that may influence the adoption of electric vehicles include:

- perceptions about electric vehicle quality, safety (in particular with respect to lithium-ion battery packs), design, performance and cost;
- perceptions about the limited range over which electric vehicles may be driven on a single battery charge;
- the decline of an electric vehicle's range resulting from deterioration over time in the battery's ability to hold a charge;
- the availability of other types of alternative fuel vehicles, including plug-in hybrid electric vehicles;

- improvements in the fuel economy of the internal combustion engine;
- the availability of service for electric vehicles;
- volatility in the cost of oil and gasoline;
- government regulations and economic incentives promoting fuel efficiency and alternate forms of energy as well as tax and other governmental incentives to purchase and operate electric vehicles; and
- access to charging facilities, standardization of electric vehicle charging systems and consumers' perceptions about convenience and cost to charge an electric vehicle.

If we fail to manage future growth effectively as we rapidly grow our company, especially internationally, we may not be able to produce, market, sell and service our vehicles successfully.

Any failure to manage our growth effectively could materially and adversely affect our business, prospects, operating results and financial condition. We continue to expand our operations significantly internationally. Our future operating results depend to a large extent on our ability to manage this expansion and growth successfully. Risks that we face in undertaking this global expansion include:

- controlling expenses and investments in anticipation of expanded operations;
- establishing or expanding sales, service and Supercharger facilities in a timely manner;
- adapting our products to meet local requirements in countries around the world; and
- implementing and enhancing manufacturing, logistics and administrative infrastructure, systems and processes.

In addition, we intend to continue to hire a significant number of additional personnel, including manufacturing personnel, design personnel, engineers and service technicians. Because our vehicles are based on a different technology platform than traditional internal combustion engines, we may not be able to hire individuals with sufficient training in electric vehicles, and we will need to expend significant time and expense training the employees we do hire. Competition for individuals with experience designing, manufacturing and servicing electric vehicles is intense, and we may not be able to attract, assimilate, train or retain additional highly qualified personnel in the future, the failure of which could seriously harm our business, prospects, operating results and financial condition.

If we are unable to adequately reduce the manufacturing costs of Model S, control manufacturing costs for Model X, or otherwise control the costs associated with operating our business, our financial condition and operating results will suffer.

As we have gradually ramped production of Model S, manufacturing costs per vehicle have decreased. While we expect ongoing cost reductions to be realized by both us and our suppliers, there is no guarantee we will be able to achieve sufficient cost savings to reach our gross margin and profitability goals. We incur significant costs related to procuring the raw materials required to manufacture our vehicles, assembling vehicles and compensating our personnel. We may also incur substantial costs or cost overruns in increasing the production capability of our Model S, Model X and powertrain manufacturing facilities. Furthermore, if we are unable to produce Model X pursuant to our plan due to cost overruns or other unexpected costs, we may not be able to meet our gross margin targets.

Furthermore, many of the factors that impact our operating costs are beyond our control, such as potential increases in the costs of our raw materials and components, such as lithium-ion battery cells or aluminum used to produce body panels. We may eventually elect to incur substantial marketing costs and expenses to promote our vehicles, including through the use of traditional media such as television, radio and print, even though our marketing expenses to date have been relatively limited as we have to date relied upon unconventional marketing efforts. If we are unable to keep our operating costs aligned with the level of revenues we generate, our operating results, business and prospects will be harmed.

We may fail to meet our publicly announced guidance or other expectations about our business, which would cause our stock price to decline.

We occasionally provide guidance regarding our expected financial and business performance, such as projections regarding sales and production, as well as anticipated future revenues, gross margins, profitability and cash flows. Correctly identifying key factors affecting business conditions and predicting future events is inherently an uncertain process and our guidance may not ultimately be accurate. Our guidance is based on certain assumptions such as those relating to anticipated production and sales volumes and average sales prices, supplier and commodity costs, and planned cost reductions.

Such guidance may not always be accurate or may vary from actual results due to our inability to meet our assumptions and the impact on our financial performance that could occur as a result of various risks and uncertainties If we fail to meet our guidance or if we find it necessary to revise such guidance, investors and analysts may lose confidence in us and the market value of our common stock could be materially and adversely affected.

Our vehicles make use of lithium-ion battery cells, which have been observed to catch fire or vent smoke and flame, and such events have raised concerns, and future events may lead to additional concerns, about the batteries used in automotive applications. .

The battery packs that we produce make use of lithium-ion cells. On rare occasions, lithium-ion cells can rapidly release the energy they contain by venting smoke and flames in a manner that can ignite nearby materials as well as other lithium-ion cells.

While we have designed the battery pack to passively contain any single cell's release of energy without spreading to neighboring cells, we have delivered only a limited number of our vehicles and other Tesla products and have limited field experience with them. Accordingly, there can be no assurance that a field or testing failure of our vehicles or other battery packs that we produce will not occur, which could subject us to lawsuits, product recalls, or redesign efforts, all of which would be time consuming and expensive. Also, negative public perceptions regarding the suitability of lithium-ion cells for automotive applications or any future incident involving lithium-ion cells such as a vehicle or other fire, even if such incident does not involve our vehicles, could seriously harm our business.

In addition, we store a significant number of lithium-ion cells at our manufacturing facility. Any mishandling of battery cells may cause disruption to the operation of our facilities. While we have implemented safety procedures related to the handling of the cells, there can be no assurance that a safety issue or fire related to the cells would not disrupt our operations. Such damage or injury would likely lead to adverse publicity and potentially a safety recall. Moreover, any failure of a competitor's electric vehicle may cause indirect adverse publicity for us and our electric vehicles. Such adverse publicity would negatively affect our brand and harm our business, prospects, financial condition and operating results.

We have a history of losses and have to deliver significant cost reductions to achieve sustained, long-term profitability and long-term commercial success.

We have had net losses in each quarter since our inception, except for the first quarter of 2013. Even if we are able to continue to increase vehicle production and sales and ramp production and sales of Tesla Energy products, there can be no assurance that we will be profitable. In order to achieve profitability as well as long-term commercial success, we must continue to achieve our planned cost reductions, control our operational costs while producing quality vehicles, increase our production rate, and have strong demand for our vehicles as well as Tesla Energy products. Failure to do one or more of these things could prevent us from achieving sustained, long-term profitability.

Foreign currency movements relative to the U.S. dollar could harm our financial results.

Our revenues and costs denominated in foreign currencies are not completely matched. As we have increased Model S deliveries in markets outside of the United States, we have much higher revenues than costs denominated in other currencies such as the euro, Norwegian kroner, Chinese yuan and Canadian dollar. The recent strengthening of the U.S. dollar therefore has reduced, and any further strengthening of the U.S. dollar would tend to further reduce, our revenues as measured in U.S. dollars. In addition, a portion of our costs and expenses have been, and we anticipate will continue to be, denominated in foreign currencies, including the Japanese yen. If we do not have fully offsetting revenues in these currencies and if the value of the U.S. dollar depreciates significantly against these currencies, our costs as measured in U.S. dollars as a percent of our revenues will correspondingly increase and our margins will suffer. As a result, our operating results could be adversely affected.

Our resale value guarantee and leasing programs expose us to the risk that the resale values of vehicles returned to us are lower than our estimates and may result in lower revenues, gross margin, profitability and liquidity.

We offer resale value guarantees to many of our customers, under which such customers may sell their vehicles back to us at certain points in time at pre-determined resale values. Customers can lease our vehicles through both leasing partners and from us directly, including through Tesla Finance, our captive finance company. The resale values of any vehicles resold or returned to us pursuant to these programs may be lower than our estimates, which are based on a limited secondary market for our vehicles. If the volume of vehicles returned to us is higher than our estimates and we are not able to timely resell them, our cash flows and liquidity could be negatively impacted. In cases where customers retain their vehicles past the guarantee period, our gross margin will be negatively impacted as all remaining revenues and costs related to the vehicle will be recognized at no gross profit.

Because we provide a resale value guarantee to our customers, we apply lease accounting to purchases with a resale value guarantee as well as to leases held directly by us. Under lease accounting, we recognize the associated revenues and costs of the vehicle sale over time rather than fully upfront at vehicle delivery. As a result, these programs generate lower revenues in the period the car is delivered and higher gross margins during the period of the resale value guarantee as compared to purchases in which the resale value guarantee does not apply. A significant uptake under these programs could therefore have an adverse impact on our near term revenues and operating results. Moreover, unlike the resale value guarantee program or programs with leasing partners which do not impact our cash flows and liquidity at the time of vehicle delivery, under a lease held by directly by us, we may receive only a very small portion of the total vehicle purchase price at the time of lease, followed by a stream of payments over the term of the lease. To the extent we expand our direct leasing program without securing external financing or business partners to support such expansion, our cash flow and liquidity could also be negatively impacted.

If we fail to effectively manage the residual, financing and credit risks related to our direct Tesla leasing programs our business may suffer.

We offer leasing programs in the United States through our captive finance company, Tesla Finance, and in Canada and Germany through local subsidiaries. The profitability of the leasing program depends on our ability to accurately project residual values, secure adequate financing and/or business partners to fund and grow this program, and manage customer credit risk. If actual residual values of our vehicles are below our estimates, we may suffer lower profitability or potentially have losses. If we are unable to adequately fund our leasing program with either internal funds or external financing sources, we may be unable to grow our sales. Additionally, if we do not properly screen customers for ability to pay their leases on time, we may be exposed to excessive credit risks and associated losses. Furthermore, if our leasing business grows substantially, our business may suffer if we cannot effectively manage the greater levels of residual and credit risks resulting from growth. Finally, if we do not successfully monitor and comply with applicable national, and state and/or local financial regulations and consumer protection laws governing lease transactions, we may become subject to enforcement actions or penalties, either of which may harm our business.

Increases in costs, disruption of supply or shortage of raw materials, in particular lithium-ion cells, could harm our business.

We may experience increases in the cost or a sustained interruption in the supply or shortage of raw materials. Any such increase or supply interruption could materially and negatively impact our business, prospects, financial condition and operating results. We use various raw materials in our business including aluminum, steel, nickel and copper. The prices for these raw materials fluctuate depending on market conditions and global demand for these materials and could adversely affect our business and operating results. For instance, we are exposed to multiple risks relating to lithium-ion cells. These risks include:

- the inability or unwillingness of current battery manufacturers to build or operate battery cell manufacturing plants to supply the numbers of lithium-ion cells we require;
- disruption in the supply of cells due to quality issues or recalls by battery cell manufacturers;
- an increase in the cost of raw materials used in the bodies of our vehicles; and
- fluctuations in the value of the Japanese yen against the U.S. dollar as our battery cell purchases are currently denominated in Japanese yen.

Our business is dependent on the continued supply of battery cells for our production vehicles' battery packs as well as for the battery packs we produce for other automobile manufacturers. While we believe several sources of the battery cells are available for such battery packs, we have fully qualified only one supplier for the cells used in such battery packs and have very limited flexibility in changing cell suppliers. Any disruption in the supply of battery cells from such vendors could disrupt production of our vehicles and of the battery packs we produce for other automobile manufacturers until such time as a different supplier is fully qualified. Furthermore, fluctuations or shortages in petroleum and other economic conditions may cause us to experience significant increases in freight charges and raw material costs. Substantial increases in the prices for our raw materials or prices charged to us, such as those charged by our battery cell manufacturers, would increase our operating costs, and could reduce our margins if we cannot recoup the increased costs through increased vehicle prices. Any attempts to increase vehicle prices in response to increased raw material costs could result in cancellations of vehicle orders and reservations and therefore materially and adversely affect our brand, image, business, prospects and operating results.

Our direct sales distribution model is different from the predominant current distribution model for automobile manufacturers and subjects us to certain risks.

Our distribution model is not common in the automobile industry today, particularly in the United States. We plan to continue to sell our vehicles in company-owned Tesla stores and over the internet. While we believe our approach is vital to the success of our technology and vehicles, this distribution model subjects us to substantial risk as it requires significant expenditures and provides for slower expansion of our distribution and sales systems than may be possible by utilizing a more traditional dealer franchise system.

We have relatively limited experience distributing and selling our vehicles through our Tesla stores in international markets. Our success will depend in large part on our ability to effectively develop our own sales channels and marketing strategies. Implementing our business model is subject to numerous significant challenges, including obtaining permits and approvals from local and state authorities, and we may not be successful in addressing these challenges. We do not know whether our store strategy will continue to be successful. We may incur additional costs in order to improve or change our retail strategy.

Other aspects of our distribution model also differ from those used by traditional automobile manufacturers. For example, we do not anticipate that we will ever carry a significant amount of vehicle inventory at our stores and customers may need to wait up to a few months from the time they place an order until the time they receive their vehicle. This type of custom manufacturing is unusual in the auto industry and it is unproven whether the average customer will be willing to wait this amount of time for such a vehicle. If customers do not embrace this ordering and retail experience, our business will be harmed.

We may become subject to product liability claims, which could harm our financial condition and liquidity if we are not able to successfully defend or insure against such claims.

Product liability claims could harm our business, prospects, operating results and financial condition. The automobile industry experiences significant product liability claims and we face inherent risk of exposure to claims in the event our vehicles do not perform as expected or malfunction resulting in personal injury or death. We also may face claims related to any misuse or failures of our new Autopilot technology. A successful product liability claim against us with respect to any aspect of our vehicles could require us to pay a substantial monetary award. Our risks in this area are particularly pronounced given the limited number of vehicles delivered to date and limited field experience of those vehicles. Moreover, a product liability claim could generate substantial negative publicity about our vehicles and business and would have material adverse effect on our brand, business, prospects and operating results. We self-insure against the risk of product liability claims, meaning that any product liability claims will have to be paid from company funds, not by insurance. Any lawsuit seeking significant monetary damages may have a material adverse effect on our reputation, business and financial condition.

The automotive market is highly competitive, and we may not be successful in competing in this industry. We currently face competition from new and established competitors and expect to face competition from others in the future, including competition from companies with new technology.

The worldwide automotive market, particularly for alternative fuel vehicles, is highly competitive today and we expect it will become even more so in the future. Many established and new automobile manufacturers have entered or have announced plans to enter the alternative fuel vehicle market. Moreover, many other large OEMs have announced or are also reported to be developing electric vehicles. In addition, several manufacturers, including BMW, General Motors, Toyota and Ford, are selling hybrid vehicles, including plug-in hybrid vehicles. Most of our current and potential competitors have significantly greater financial, technical, manufacturing, marketing and other resources than we do and may be able to devote greater resources to the design, development, manufacturing, distribution, promotion, sale and support of their products. Virtually all of our competitors have more extensive customer bases and broader customer and industry relationships than we do and almost all of these companies have longer operating histories and greater name recognition than we do. Increased competition could result in lower vehicle unit sales, price reductions, revenue shortfalls, loss of customers and loss of market share, which could harm our business, prospects, financial condition and operating results.

Furthermore, if we are unable to keep up with advances in electric vehicle technology, we may suffer a decline in our competitive position. We may be unable to engineer, produce, source or integrate technology that reflects changes in electric vehicle technology, in particular battery cell technology, and, as a result, may suffer a decline in our competitive position. Any failure to keep up with advances in electric vehicle technology would result in a decline in our competitive position which would materially and adversely affect our business, prospects, operating results and financial condition.

Demand in the automobile industry is volatile, which may lead to lower vehicle unit sales and adversely affect our operating results.

Volatility of demand in the automobile industry may materially and adversely affect our business, prospects, operating results and financial condition. The markets in which we currently compete and plan to compete in the future have been subject to considerable volatility in demand in recent periods, including recent softening of the premium sedan category. Demand for automobile sales depends to a large extent on general, economic, political and social conditions in a given market and the introduction of new vehicles and technologies. As a low volume producer, we have less financial resources than more established automobile manufacturers to withstand changes in the market and disruptions in demand. As our business grows, international economic conditions and trends will impact our business, prospects and operating results as well. Demand for our vehicles may also be affected by factors directly impacting automobile price or the cost of purchasing and operating automobiles, such as sales and financing incentives, prices of raw materials and parts and components, cost of fuel and governmental regulations, including tariffs, import regulation and other taxes. Volatility in demand may lead to lower vehicle unit sales and increased inventory, which may result in further downward price pressure and adversely affect our business, prospects, financial condition and operating results. These effects may have a more pronounced impact on our business given our relatively smaller scale and financial resources as compared to many incumbent automobile manufacturers.

If we are unable to establish and maintain confidence in our long-term business prospects among consumers, analysts and within our industry, then our financial condition, operating results, business prospects and stock price may suffer materially.

Consumers may be less likely to purchase our vehicles now if they are not convinced that our business will succeed or that our operations will continue for many years. Similarly, suppliers and other third parties will be less likely to invest time and resources in developing business relationships with us if they are not convinced that our business will succeed. Accordingly, in order to build and maintain our business, we must maintain confidence among customers, suppliers, analysts and other parties in our liquidity and long-term business prospects. Maintaining such confidence may be particularly complicated by certain factors, such as our limited operating history, unfamiliarity with our products, competition and uncertainty regarding the future of electric vehicles. Many of these factors are largely outside our control, and any negative perceptions about our long-term business prospects, even if exaggerated or unfounded, would likely harm our business and make it more difficult to raise additional funds when needed.

Our vehicles have unique servicing requirements, and we are using a different service model from the one typically used in the industry. If we are unable to address the service requirements of our existing and future customers, our business will be materially and adversely affected.

Servicing electric vehicles is different than servicing vehicles with internal combustion engines and requires specialized skills, including high voltage training and servicing techniques. If we are unable to satisfactorily service our vehicles, our ability to generate customer loyalty, grow our business and sell additional vehicles could be impaired.

We service our vehicles through our company-owned Tesla service centers, certain of our stores, and through our mobile service technicians known as the Tesla Rangers. We will need to open new standalone service centers in locations around the world and hire and train significant numbers of new employees to staff these service centers and act as Tesla Rangers in order to successfully maintain our fleet of delivered vehicles. We may have difficulties in continuing to adequately address the service requirements of our customers to their satisfaction, and may not have sufficient resources to meet these service requirements in a timely manner as the volume of vehicles we are able to deliver annually increases.

We do not expect to be able to open Tesla service centers in all the geographic areas in which our existing and potential customers may reside. In order to address the service needs of customers who are not in geographical proximity to our service centers, we plan to either transport those vehicles to the nearest Tesla store or service center for servicing or deploy our mobile Tesla Rangers to service the vehicles at the customer's location. These special arrangements may be expensive and we may not be able to recoup the costs of providing these services to our customers. If we do not adequately address our customers' service needs, our brand and reputation will be adversely affected, which in turn could have a material and adverse impact on our business, financial condition, operating results and prospects.

We may not succeed in maintaining and strengthening the Tesla brand, which would materially and adversely affect customer acceptance of our vehicles and components and our business, revenues and prospects.

Our business and prospects are heavily dependent on our ability to develop, maintain and strengthen the Tesla brand. Any failure to develop, maintain and strengthen our brand may materially and adversely affect our ability to sell our vehicles and Tesla Energy products. If we do not continue to establish, maintain and strengthen our brand, we may lose the opportunity to build a critical mass of customers. Promoting and positioning our brand will likely depend significantly on our ability to provide and maintain Tesla vehicles and Tesla Energy products. Additionally, any problems associated with the Toyota RAV4 EV and Mercedes-Benz B-Class EV, both of which use a Tesla powertrain, may also hurt the Tesla brand.

In addition, we expect that our ability to develop, maintain and strengthen the Tesla brand will also depend on the success of our marketing efforts. To date, we have limited experience with marketing activities as we have relied primarily on the internet, word of mouth and attendance at industry trade shows to promote our brand. The automobile industry is intensely competitive, and we may not be successful in building, maintaining and strengthening our brand. Many of our current and potential competitors, particularly large automobile manufacturers, have greater name recognition, broader customer relationships and substantially greater marketing resources than we do. If we do not develop and maintain a strong brand, our business, prospects, financial condition and operating results will be materially and adversely impacted.

Our plan to expand our network of Tesla stores, service centers and Superchargers will require significant cash investments and management resources and may not meet our expectations with respect to additional sales of our electric vehicles. In addition, we may not be able to open stores or service centers in certain states or Superchargers in desired locations.

Our plan to expand our network of Tesla stores, service centers and Superchargers will require significant cash investments and management resources and may not meet our expectations with respect to additional sales of our vehicles. This ongoing global expansion may not have the desired effect of increasing sales and expanding our brand presence to the degree we are anticipating. We will also need to ensure we are in compliance with any regulatory requirements applicable to the sale and service of our vehicles in those jurisdictions, which could take considerable time and expense. If we experience any delays in expanding our network of Tesla stores, service centers and Superchargers, this could lead to a decrease in sales of our vehicles and could negatively impact our business, prospects, financial condition and operating results.

Furthermore, certain states and foreign jurisdictions may have permit requirements, franchise dealer laws or similar laws or regulations that may preclude or restrict our ability to open stores or sell vehicles out of such states and jurisdictions. Any such prohibition or restriction may lead to decreased sales in such jurisdictions, which could harm our business, prospects and operating results. See Risk Factor "We may face regulatory limitations on our ability to sell vehicles directly or over the internet which could materially and adversely affect our ability to sell our electric vehicles." Additionally, we may face potential difficulties in finding suitable Supercharger sites in desired locations, negotiating leases or obtaining required permits for such locations.

We face risks associated with our international operations and expansion, including unfavorable regulatory, political, tax and labor conditions and establishing ourselves in new markets, all of which could harm our business.

We currently have international operations and subsidiaries in various countries and jurisdictions in Europe and Asia that are subject to the legal, political, regulatory and social requirements and economic conditions in these jurisdictions. Additionally, as part of our growth strategy, we will continue to expand our sales, maintenance, repair and Supercharger services internationally. We have limited experience, however, selling and servicing our vehicles internationally, as well as limited experience installing and operating Superchargers internationally. Furthermore, international expansion requires us to make significant expenditures, including the establishment of local operating entities, hiring of local employees and establishing facilities in advance of generating any revenue. We are subject to a number of risks associated with international business activities that may increase our costs, impact our ability to sell our electric vehicles and require significant management attention. These risks include:

- conforming our vehicles to various international regulatory and safety requirements where our vehicles are sold, or homologation;
- difficulty in establishing, staffing and managing foreign operations;
- difficulties attracting customers in new jurisdictions;
- foreign government taxes, regulations and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon us in the United States, and foreign tax and other laws limiting our ability to repatriate funds to the United States;
- our ability to enforce our contractual rights;

- United States and foreign government trade restrictions, customs regulations, tariffs and price or exchange controls;
- foreign labor laws, regulations and restrictions;
- preferences of foreign nations for domestically produced vehicles;

Additionally, as we have expanded into new international markets, we have faced challenges with ensuring that our charging equipment works successfully with the charging infrastructure in such markets, including Norway and China. If customers experience problems with the way our charging equipment works with the local charging infrastructure, or we are unable to adapt our equipment to resolve such problems, then the viability and acceptance of our vehicles in such markets could be materially and adversely affected. If we fail to successfully address these risks, our business, prospects, operating results and financial condition could be materially harmed.

The unavailability, reduction or elimination of, or uncertainty regarding, government and economic incentives in the U.S. and abroad supporting the adoption of electric vehicles could have a material adverse effect on our business, financial condition, operating results and prospects.

Any reduction or elimination of government and economic incentives supporting the adoption of electric vehicles may result in the diminished competitiveness of the alternative fuel vehicle industry generally or our electric vehicles in particular. We currently benefit from certain exemptions in the United States, such as the California state sales and use taxes. Similarly, government programs in Europe favor the purchase of electric vehicles, including through disincentives that discourage the use of gas-powered vehicles. In Norway, for example, the purchase of electric vehicles is not currently subject to import taxes, taxes on non-recurring vehicle fees, the 25% value added tax or the purchase taxes that apply to the purchase of gas-powered vehicles. Additionally, on January 1, 2016, a previously available incentive in Denmark that favors the purchase of electric vehicles expires and will be replaced with a newly phased-in incentive that is less generous than the incentive that it replaces. If government programs supporting the adoption of electric vehicles are reduced or eliminated, or the available benefits thereunder are exhausted earlier than anticipated, sales of our electric vehicles could be adversely affected. In addition, customers may delay taking delivery of their Tesla vehicles if they believe that certain electric vehicle incentives will be available at a later date, which may negatively affect our ability to achieve our planned delivery targets.

Our strategic relationships with third parties, such as Panasonic, are subject to various risks which could adversely affect our business and future prospects.

Our strategic relationships with third parties, such as Panasonic which supplies us with battery cells for use in Model S and Model X and is our partner in the Gigafactory, pose various risks to us, including potential loss of access to important technology and vehicle parts, potential loss of business and adverse publicity. In addition, these third parties may not perform as expected under our agreements with them, such as with respect to vehicle parts quality and timeliness, and we may have disagreements or disputes with these third parties. The occurrence of any of the foregoing could adversely affect our business, prospects, financial condition and operating results.

If we are unable to attract and/or retain key employees and hire qualified management, technical, vehicle engineering and manufacturing personnel, our ability to compete could be harmed and our stock price may decline.

The loss of the services of any of our key employees could disrupt our operations, delay the development and introduction of our vehicles and services, and negatively impact our business, prospects and operating results as well as cause our stock price to decline. In particular, we are highly dependent on the services of Elon Musk, our Chief Executive Officer, Product Architect and Chairman of our Board of Directors, and JB Straubel, our Chief Technical Officer. Additionally, Deepak Ahuja, Tesla's Chief Financial Officer, intends to retire and we may be unable to find his replacement in a timely fashion.

None of our key employees is bound by an employment agreement for any specific term and we may not be able to successfully attract and retain senior leadership necessary to grow our business. Our future success depends upon our ability to attract and retain executive officers and other key technology, sales, marketing, engineering, manufacturing and support personnel and any failure to do so could adversely impact our business, prospects, financial condition and operating results.

Key talent may leave Tesla due to various factors, such as a very competitive labor market for talented individuals with automotive experience. Currently in Northern California, there is increasing competition for talented individuals with the specialized knowledge of electric vehicles, software engineers, manufacturing engineers and other skilled employees and this competition affects both our ability to retain key employees and hire new ones. Our continued success depends upon our continued ability to hire new employees in a timely manner and retain current employees. Additionally, we compete with many mature and prosperous companies in Northern California that have far greater financial resources than we do and thus can offer current or perspective employees more lucrative incentive packages than we can. Any difficulties in retaining current employees or recruiting new ones would have an adverse effect on our performance.

We are highly dependent on the services of Elon Musk, our Chief Executive Officer.

We are highly dependent on the services of Elon Musk, our Chief Executive Officer, Product Architect, Chairman of our Board of Directors and largest stockholder. Although Mr. Musk spends significant time with Tesla and is highly active in our management, he does not devote his full time and attention to Tesla. Mr. Musk also currently serves as Chief Executive Officer and Chief Technical Officer of Space Exploration Technologies, a developer and manufacturer of space launch vehicles, and Chairman of SolarCity, a solar provider.

We are subject to various environmental and safety laws and regulations that could impose substantial costs upon us and negatively impact our ability to operate our manufacturing facilities.

As an automobile manufacturer, we are subject to environmental, health and safety laws and regulations at numerous levels, including laws relating to the use, handling, storage, disposal and human exposure to hazardous materials, both in the United States and abroad. Such laws and regulations can be complex, and we expect that our business and operations will be affected by new, or future amendments to, such laws that may require us to change our operations, potentially resulting in a material adverse effect on our business. These laws can give rise to liability for administrative oversight costs, cleanup costs, property damage, bodily injury and associated fines and penalties. The costs of compliance can be significant, and violations of those laws may result in substantial fines and penalties, third party damages, suspension of production or a cessation of our operations. These expenses could have a material adverse effect on our financial condition or operating results.

Contamination at properties owned or operated by us may result in liability for us under environmental laws and regulations. We may also face unexpected delays in obtaining the necessary permits and approvals required by environmental laws in connection with our manufacturing facilities that could require significant time and financial resources and negatively impact our ability to operate these facilities, which would adversely impact our business prospects and operating results. As the owner of the Tesla Factory and surrounding land, we may be responsible under federal and state laws and regulations for the entire investigation and remediation of any environmental contamination at the Tesla Factory, whether it occurred before or after the date we purchased the property. When Tesla purchased the property, the previous owner and operator of the Tesla Factory, New United Motor Manufacturing, Inc. (NUMMI), identified environmental conditions at the Tesla Factory that could adversely affect soil and groundwater, and agreed to remediate these conditions. Although NUMMI stated that it fully documented and managed all environmental issues at the Tesla Factory, we cannot determine with certainty the truth of this statement, nor the total costs to remediate any pre-existing contamination that may eventually be found. We have reached an agreement with NUMMI under which, over a ten year period, NUMMI would pay up to $15.0 million for any governmentally required remediation activities, subject to certain conditions. After the earlier of the ten-year anniversary of the closing and whenever the maximum amount payable by NUMMI for remediation activities has been paid, we are responsible for any and all environmental conditions at the Fremont site and we have agreed to indemnify and release NUMMI against any known or unknown claims except for NUMMI's obligations for representations and warranties under the agreement.

Any failure by NUMMI to perform its obligations under our agreement would require us to undertake remediation activities at a potentially significant cost, and may also adversely affect the production capacity of, and our ability to operate, the Tesla Factory.

Our business may be adversely affected by union activities.

Although none of our employees is currently represented by a labor union, it is common for employees at automobile companies to belong to a union, which can result in higher employee costs and increased risk of work stoppages. Our employees may join or seek recognition to form a labor union, or we may be required to become a union signatory. Our automobile production facility in Fremont, California was purchased from NUMMI. Prior employees of NUMMI were union members and our future work force at this facility may be inclined to vote in favor of forming a labor union. We also own and operate another component manufacturing facility in Lathrop, California. Furthermore, we are directly or indirectly dependent upon companies with unionized work forces, such as parts suppliers and trucking and freight companies, and work stoppages or strikes organized by such unions could have a material adverse impact on our business, financial condition or operating results. If a work stoppage occurs, it could delay the manufacture and sale of our vehicles and Tesla Energy products and have a material adverse effect on our business, prospects, operating results or financial condition. The mere fact that our labor force could be unionized may harm our reputation in the eyes of some investors and thereby negatively affect our stock price.

We are subject to substantial regulation, which is evolving, and unfavorable changes or failure by us to comply with these regulations could substantially harm our business and operating results.

Motor vehicles are subject to substantial regulation under international, federal, state, and local laws. We have incurred, and expect to continue to incur, significant costs in complying with these regulations.

Regulations related to the electric vehicle industry and alternative energy are currently evolving and we face risks associated with changes to these regulations. In the United States, the following are examples of regulatory and statutory issues facing us:

- the amendment or rescission of the federal law and regulations mandating increased fuel economy in the United States, referred to as the Corporate Average Fuel Economy (CAFE) standards, could reduce new business opportunities for our powertrain sales and development activities;
- the amendment or rescission of federal greenhouse gas tailpipe emission regulations administered by EPA under the authority of the Clean Air Act could reduce new business opportunities for our powertrain sales and development activities;
- changes to the vehicle-specific Federal Motor Vehicle Safety Standards, which govern how all motor vehicles are made within the United States, could result in costly changes to how current vehicles are produced; and
- changes to regulations governing the export of our products could increase our delivery costs to outside the United States or force us to charge consumers in such jurisdictions a higher price for our vehicles.

In addition, as the automotive industry moves towards greater use of electronics in vehicle systems, NHTSA and other regulatory bodies may regulate these electronic systems more stringently, particularly as concerns about distracted driving increase. Such concerns could affect use of electronic systems in our vehicles, such as the 17 inch display screen found in Model S and Model X, which could reduce their appeal or require adjustments to the display screen's functionality.

As we are currently delivering vehicles in Europe and Asia, we are subject to laws and regulations applicable to the import, sale and service of automobiles in those regions. For example, we are required to meet vehicle-specific safety standards that are often materially different from U.S. requirements, thus resulting in additional investment into the vehicles and systems to ensure regulatory compliance. Unlike in the U.S. where we self-certify our vehicles' compliance with standards, we must obtain advanced approval from regulatory agencies regarding the proper certification or homologation of our vehicles to enter into these markets. This process necessitates that foreign regulatory officials review and certify our vehicles prior to market entry. In addition, we must comply with regulations applicable to vehicles after they enter the market, including foreign reporting requirements and recall management systems.

To the extent U.S. or international laws change, some or all of our vehicles may not comply with any new applicable international, federal, state or local laws, which would have an adverse effect on our business. Compliance with changing regulations could be burdensome, time consuming, and expensive. To the extent compliance with new regulations is cost prohibitive, our business, prospects, financial condition and operating results will be adversely affected.

Finally, we recently released a vehicle software update that delivers a range of new Autopilot features that relieve drivers of the most tedious and potentially dangerous aspects of road travel. As Autopilot is a completely new feature that U.S. and foreign regulators have limited experience with, there is a risk that regulators could take actions impacting whether and how our customers are able to use Autopilot, which could adversely affect our business.

We retain certain personal information about our customers and may be subject to various privacy and consumer protection laws.

Our collection, use, retention, security and transfer of personal information of our customers is subject to federal, state, and international laws. These laws continue to be enacted and may be inconsistent from jurisdiction to jurisdiction. Complying with changing international laws may cause us to incur substantial costs, expose us to legal liability or require us to change our business practices. Our privacy policy is posted on our website, and any failure by us or our vendor or other business partners to comply with it or with federal, state or international privacy, data protection or security laws or regulations could result in regulatory or litigation-related actions against us, legal liability, fines, damages and other costs. Although we take steps to protect the security of our customers' personal information, we may be required to expend significant resources to comply with data breach requirements if third parties improperly obtain and use the personal information of our customers or we otherwise experience a data loss with respect to customers' personal information. A major breach of our network security and systems could have negative consequences for our business and future prospects, including possible fines, penalties and damages, reduced customer demand for our vehicles, and harm to our reputation and brand.

We may be compelled to undertake product recalls or take other actions, which could adversely affect our brand image and financial performance.

Any product recall in the future may result in adverse publicity, damage our brand and adversely affect our business, prospects, operating results and financial condition. We previously experienced product recalls in May 2009, October 2010 and June 2013, none of which was related to our electric powertrain. In April 2009, we determined that a condition caused by insufficient torqueing of the rear inner hub flange bolt existed in some of our Tesla Roadsters, as a result of a missed process during the manufacture of the Tesla Roadster glider. In October 2010, we initiated a product recall after the 12 volt, low voltage auxiliary cable in a single vehicle chafed against the edge of a carbon fiber panel in the vehicle causing a short, smoke and possible fire behind the right front headlamp of the vehicle. In June 2013, we initiated a recall of slightly more than one thousand Model S vehicles to inspect and repair rear seat strikers that may have been compromised during the assembly process. Rear seat strikers are used to retain the rear seat backs in an upright position. Failure of this component may have resulted in collapse of the rear seat back during a crash. Finally, in January 2014, we implemented a firmware update to address issues with certain Universal Mobile Connector NEMA 14-50 adapters, which are part of the charging units and are not part of the vehicles themselves, potentially overheating during charging. In the future, we may at various times, voluntarily or involuntarily, initiate a recall if any of our vehicles or our electric powertrain components that we provide to other OEMs, including any systems or parts sourced from our suppliers, prove to be defective or noncompliant with applicable federal motor vehicle safety standards. Such recalls, whether voluntary or involuntary or caused by systems or components engineered or manufactured by us or our suppliers, involve significant expense and diversion of management attention and other resources, and could adversely affect our brand image in our target markets, as well as our business, prospects, financial condition and results of operations.

Our current and future warranty reserves may be insufficient to cover future warranty claims which could adversely affect our financial performance.

If our warranty reserves are inadequate to cover future warranty claims on our vehicles, our business, prospects, financial condition and operating results could be materially and adversely affected. Warranty reserves include management's best estimate of the projected costs to repair or to replace items under warranty. These estimates are based on actual claims incurred to-date and an estimate of the nature, frequency and costs of future claims. These estimates are inherently uncertain and changes to our historical or projected experience may cause material changes to our warranty reserves in the future. Subject to separate limited warranties for the supplemental restraint system and battery, we provide a four year or 50,000 mile New Vehicle Limited Warranty for the purchasers of Model S and

Model X. The New Vehicle Limited Warranty for Model S and Model X also covers the drive unit for eight years and the battery for a period of eight years or 125,000 miles or unlimited miles, depending on the size of the vehicle's battery, although the battery's charging capacity is not covered under the New Vehicle Limited Warranty or any Extended Service plan.

In addition, customers have the opportunity to purchase an Extended Service plan for the period after the end of the New Vehicle Limited Warranty for Model S and Model X to cover additional services for an additional four years or 50,000 miles, provided it is purchased within a specified period of time. The New Vehicle Limited Warranty and Extended Service plans for the Tesla Roadster, Model S and Model X are subject to certain limitations, exclusions or separate warranties, including certain wear items, such as tires, brake pads, paint and general appearance, and battery performance, and is intended to cover parts and labor to repair defects in material or workmanship in the vehicle including the body, chassis, suspension, interior, electronic systems, powertrain and brake system. We have previously provided our Tesla Roadster customers with a battery replacement option to replace the battery in their vehicles at any time after the expiration of the New Vehicle Limited Warranty but before the tenth anniversary of the purchase date of their vehicles. Additionally, in 2013, as part of our ongoing efforts to improve the customer ownership experience, we expanded the battery pack warranty and also eliminated the annual service requirement that was needed to keep the New Vehicle Limited Warranty in effect. Should this change in warranty coverage lead to an increase in warranty claims, we may need to record additional warranty reserves, which would negatively affect our profitability.

We are currently expanding and improving our information technology systems. If these implementations are not successful, our business and operations could be disrupted and our operating results could be harmed.

We are currently expanding and improving our information technology systems, including implementing new internally developed systems, to assist us in the management of our business. In particular, our volume production of multiple vehicles necessitates continued development, maintenance and improvement of our information technology systems in the U.S. and abroad, which include product data management, procurement, inventory management, production planning and execution, sales, service and logistics, dealer management, financial, tax and regulatory compliance systems. The implementation, maintenance and improvement of these systems require significant management time, support and cost. Moreover, there are inherent risks associated with developing, improving and expanding our core systems as well as implementing new systems, including the disruption of our data management, procurement, manufacturing execution, finance, supply chain and sales and service processes. These risks may affect our ability to manage our data and inventory, procure parts or supplies or manufacture, sell, deliver and service vehicles, or achieve and maintain compliance with, or realize available benefits under, tax laws and other applicable regulations.

We cannot be sure that these expanded systems or their required functionality will be effectively implemented or sufficiently maintained. If we do not successfully implement, improve or maintain these systems, our operations may be disrupted, our ability to accurately and/or timely report our financial results could be impaired, and deficiencies may arise in our internal control over financial reporting, which may impact our ability to certify our financial results. If these systems or their functionality do not operate as we expect them to, we may be required to expend significant resources to make corrections or find alternative sources for performing these functions.

Our insurance strategy may not be adequate to protect us from all business risks.

We may be subject, in the ordinary course of business, to losses resulting from products liability, accidents, acts of God and other claims against us, for which we may have no insurance coverage. While we currently maintain general liability, automobile, property, workers' compensation, and directors' and officers' insurance policies, as a general matter, we do not maintain as much insurance coverage as many other companies do, and in some cases, we do not maintain any at all. Additionally, the policies that we do have may include significant deductibles, and we cannot be certain that our insurance coverage will be sufficient to cover all future claims against us. A loss that is uninsured or which exceeds policy limits may require us to pay substantial amounts, which could adversely affect our financial condition and operating results.

Our financial results may vary significantly from period-to-period due to fluctuations in our operating costs.

We expect our period-to-period operating results to vary based on our operating costs which we anticipate will increase significantly in future periods as we, among other things, design, develop and manufacture Model 3, Tesla Energy products and other future products, increase the production capacity at our manufacturing facilities to produce vehicles at higher volumes, including ramping up the production of Model X, develop the Gigafactory, open new Tesla service centers with maintenance and repair capabilities, open new Supercharger locations, increase our sales and marketing activities, and increase our general and administrative functions to support our growing operations. As a result of these factors, we believe that quarter-to-quarter comparisons of our operating results, especially in the short-term, are not necessarily meaningful and that these comparisons cannot be relied upon as indicators of future performance. Moreover, our operating results may not meet expectations of equity research analysts or investors. If any of this occurs, the trading price of our stock could fall substantially, either suddenly or over time.

Unauthorized control or manipulation of our vehicles' systems may affect the operation of our vehicles or compromise data security, which could result in loss of confidence in us and our vehicles and harm our business.

Our vehicles contain complex information technology systems. For example, subject to our customers' ability to opt out pursuant to our privacy policy, our vehicles are designed with built-in data connectivity to accept and install periodic remote updates from us to improve or update the functionality of our vehicles. We have designed, implemented and tested security measures intended to prevent unauthorized access to our information technology networks, our vehicles and their systems. However, hackers have reportedly attempted, and may attempt in the future, to gain unauthorized access to modify, alter and use such networks, vehicles and systems to gain control of, or to change, our vehicles' functionality, user interface and performance characteristics, or to gain access to data stored in or generated by the vehicle, such as its current geographical position, previous and stored destination address history and web browser "favorites." We encourage reporting of potential vulnerabilities in the security of our vehicles via our security vulnerability reporting policy, and we aim to remedy any reported and verified vulnerabilities. Accordingly, we have received reports of potential vulnerabilities in the past and have attempted to remedy them. However, there can be no assurance that vulnerabilities will not be identified in the future, or that our remediation efforts are or will be successful.

Any unauthorized access to or control of our vehicles or their systems or any loss of data could result in legal claims or proceedings. In addition, regardless of their veracity, reports of unauthorized access to our vehicles, their systems or data, as well as other factors that may result in the perception that our vehicles, their systems or data are capable of being "hacked," could negatively affect our brand and harm our business, prospects, financial condition and operating results. We have been the subject of such reports in the past.

We may need or want to raise additional funds and these funds may not be available to us when we need them. If we cannot raise additional funds when we need or want them, our operations and prospects could be negatively affected.

The design, manufacture, sale and servicing of automobiles is a capital intensive business. We expect that our principal sources of liquidity will provide us adequate liquidity based on our current plans. However, until we are consistently generating positive free cash flows, if the costs for developing and manufacturing our current or future vehicles exceed our expectations or if we incur any significant unplanned expenses or embark on or accelerate new significant strategic investments, such as the Gigafactory, we may need to raise additional funds through the issuance of equity, equity-related or debt securities or through obtaining credit from government or financial institutions. We need sufficient capital to fund our ongoing operations, continue research and development projects, including those for our planned Model 3 vehicle, establish sales and service centers, build and deploy Superchargers and to make the investments in tooling and manufacturing capital required to introduce new vehicles. We cannot be certain that additional funds will be available to us on favorable terms when required, or at all. If we cannot raise additional funds when we need them, our financial condition, results of operations, business and prospects could be materially adversely affected.

We may face regulatory limitations on our ability to sell vehicles directly or over the internet which could materially and adversely affect our ability to sell our electric vehicles.

We sell our vehicles from our Tesla stores as well as over the internet. We may not be able to sell our vehicles through this sales model in each state in the United States as many states have laws that may be interpreted to prohibit internet sales by manufacturers to residents of the state or to impose other limitations on this sales model, including laws that prohibit manufacturers from selling vehicles directly to consumers without the use of an independent dealership or without a physical presence in the state. In certain states in which we are not able to obtain dealer licenses, we have worked with state regulators to open galleries, which are not full retail locations.

In many states, the application of state motor vehicle laws to our specific sales model is largely untested under state motor vehicle industry laws and is being determined by a fact specific analysis of numerous factors, including whether we have a physical presence or employees in the applicable state, whether we advertise or conduct other activities in the applicable state, how the sale transaction is structured, the volume of sales into the state, and whether the state in question prohibits manufacturers from acting as dealers. As a result of the fact specific and largely untested nature of these issues, and the fact that applying these laws intended for the traditional automobile distribution model to our sales model allows for some interpretation and discretion by the regulators, the manner in which the applicable authorities are applying their state laws to our distribution model continues to be difficult to predict. Laws in some states have limited our ability to obtain dealer licenses from state motor vehicle regulators and may continue to do so.

In addition, decisions by regulators permitting us to sell vehicles may be subject to challenges as to whether such decisions comply with applicable state motor vehicle industry laws. For example, vehicle dealer associations in New York, Ohio and Massachusetts have filed lawsuits to revoke dealer licenses issued to us. These lawsuits have been dismissed, and in one court decision, the Supreme Court of Massachusetts held that state franchise laws like the one in Massachusetts do not restrict a manufacturer, like Tesla, that does not use franchised dealers from selling its vehicles directly to consumers. Such results have reinforced our continuing belief that state laws were not designed to prevent our distribution model. Similar lawsuits have been filed in Georgia and Missouri. Possible additional challenges in other states, if successful, could restrict or prohibit our ability to sell our vehicles to residents in such states. In some states, there have also been regulatory and legislative efforts by vehicle dealer associations to propose bills and regulations that, if enacted, would prevent us from obtaining dealer licenses in their states given our current sales model. Such events recently occurred in New Jersey, where the Motor Vehicle Commission, at the behest of the local automobile dealer lobby, passed a new regulation which purported to invalidate our sales licenses in the state, and in Michigan, where the state's automobile dealer association managed to add language into an unrelated bill that had the effect of impairing our right to sell vehicles through Tesla stores in Michigan. The law in New Jersey has subsequently been clarified to permit our operations, and we are evaluating legislative and litigation solutions to remedy the situation in Michigan. Other states, such as New York, Ohio and Pennsylvania, have passed legislation that clarifies our ability to operate, but at the same time limits the number of dealer licenses we can obtain or stores that we can operate.

We are also registered as both a motor vehicle manufacturer and dealer in Canada, Australia, and Japan, and have obtained licenses to sell vehicles in other places such as Hong Kong and China. Furthermore, while we have performed an analysis of the principal laws in the European Union relating to our distribution model and believe we comply with such laws, we have not performed a complete analysis in all foreign jurisdictions in which we may sell vehicles. Accordingly, there may be laws in jurisdictions we have not yet entered or laws we are unaware of in jurisdictions we have entered that may restrict our sales or other business practices. Even for those jurisdictions we have analyzed, the laws in this area can be complex, difficult to interpret and may change over time.

We may need to defend ourselves against patent or trademark infringement claims, which may be time-consuming and would cause us to incur substantial costs.

Companies, organizations or individuals, including our competitors, may hold or obtain patents, trademarks or other proprietary rights that would prevent, limit or interfere with our ability to make, use, develop, sell or market our vehicles or components, which could make it more difficult for us to operate our business. From time to time, we may receive communications from holders of patents or trademarks regarding their proprietary rights. Companies holding patents or other intellectual property rights may bring suits alleging infringement of such rights or otherwise assert their rights and urge us to take licenses. In addition, if we are determined to have infringed upon a third party's intellectual property rights, we may be required to do one or more of the following:

- cease selling, incorporating or using vehicles or offering goods or services that incorporate or use the challenged intellectual property;
- pay substantial damages;
- obtain a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms or at all;
- redesign our vehicles or other goods or services; or
- establish and maintain alternative branding for our products and services.

In the event of a successful claim of infringement against us and our failure or inability to obtain a license to the infringed technology or other intellectual property right, our business, prospects, operating results and financial condition could be materially adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs and diversion of resources and management attention.

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Our patent applications may not result in issued patents, which may have a material adverse effect on our ability to prevent others from interfering with our commercialization of our products.

The status of patents involves complex legal and factual questions and the breadth and effectiveness of patented claims is uncertain. We cannot be certain that we are the first creator of inventions covered by pending patent applications or the first to file patent applications on these inventions, nor can we be certain that our pending patent applications will result in issued patents or that any of our issued patents will afford sufficient protection against someone creating a knockoff of our products, or as a defensive portfolio against a competitor who claims that we are infringing its patents. In addition, patent applications filed in foreign countries are subject to laws, rules and procedures that differ from those of the United States, and thus we cannot be certain that foreign patent applications related to issued U.S. patents will result in issued patents in those foreign jurisdictions, or that such patent can effectively enforced. In addition, others may obtain patents that we need to license or design around, either of which would increase costs and may adversely affect our business, prospects, financial condition and operating results.

Our trademark applications in certain countries remain subject to outstanding opposition proceedings.

We have filed trade and service mark applications for our Tesla marks in various countries in which we currently sell and plan to sell our products and services. Certain of our applications are subject to outstanding opposition proceedings brought by owners or applicants alleging prior applications for or use of similar marks, or refusals issued by trademark offices citing prior applications or registrations for allegedly similar marks. If we cannot resolve these oppositions and refusals and thereby secure registered rights in these countries, the value of the marks representing our exclusive brand name in these countries will be diluted. In addition, there is a risk that the prior rights owners could in the future take actions to challenge our use of the Tesla marks in these countries. Such actions could have a severe impact on our position in these countries and may inhibit our ability to use the Tesla marks in these countries. If we were prevented from using the Tesla marks in any or all of these countries, we would need to expend significant additional financial and marketing resources on establishing an alternative brand identity in these markets.

Our facilities or operations could be damaged or adversely affected as a result of disasters or unpredictable events.

Our corporate headquarters and primary manufacturing facilities are all located in Northern California, a region known for seismic activity. If major disasters such as earthquakes, fires, floods, terrorist attacks or other events occur, or our information system or communications network breaks down or operates improperly, our headquarters and production facilities may be seriously damaged, or we may have to stop or delay production and shipment of our products. In addition, our lease for our Palo Alto facility permits the landlord to terminate the lease following a casualty event if the needed repairs are in excess of certain thresholds and we do not agree to pay for any uninsured amounts. We may incur expenses relating to such damages, which could have a material adverse impact on our business, operating results and financial condition.

Servicing our convertible senior notes and other debt facilities requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

We incurred $660.0 million, $920.0 million and $1.38 billion, respectively, in aggregate principal amount of senior indebtedness when we issued pursuant to registered public offerings 1.50% convertible senior notes due 2018 (2018 Notes) in 2013, and 0.25% convertible senior notes due 2019 (2019 Notes) and 1.25% convertible senior notes due 2021 (2021 Notes) in 2014. In addition, in June 2015 we entered into a senior secured asset based revolving credit agreement (the “Credit Agreement”) that allows us to borrow, under certain circumstances, up to $750 million. As of September 30, 2015, we had no borrowings under this credit facility. Finally, during 2015 we also entered into a warehouse credit facility (the “Warehouse Facility”) for a principal amount of up to $150 million. As of September 30, 2015, we had borrowed $124.4 million under this facility.

Our ability to make scheduled payments of the principal when due, to make quarterly interest payments or to make payments upon conversion or to refinance the Notes, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to satisfy our obligations under the Notes and any future indebtedness we may incur and to make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as reducing or delaying investments or capital expenditures, selling assets, refinancing or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance the Notes or existing or future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on the Notes or future indebtedness.

Pursuant to their terms, holders may convert their Notes at their option at any time prior to the final three-month period of the scheduled term of the respective Notes only under certain circumstances. For example, holders may generally convert their Notes at their option during a quarter (and only during such quarter), commencing with the fourth quarter of 2013 in the case of the 2018 Notes and the third quarter of 2014 in the case of the 2019 Notes and the 2021 Notes, if the last reported sale price of our common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding quarter is greater than or equal to 130% of the conversion price for such series of Notes on each applicable trading day. As a result of this conversion feature, the 2018 Notes have been convertible at their holders' option during each quarter commencing with the fourth quarter of 2013, except the first quarter of 2014. Neither this nor any other conversion feature has been met with respect to the 2019 Notes and 2021 Notes, and consequently the 2019 Notes and 2021 have not been convertible at their holders' option. Upon conversion of the Notes, we will be obligated to make cash payments in respect of the principal amounts thereof, and we may also have to deliver cash and, if applicable, shares of our common stock, in respect of such Notes. Any conversion of the Notes prior to their maturity, or acceleration of the repayment of the Notes or future indebtedness after any applicable notice or grace periods could have a material adverse effect on our business, results of operations and financial condition.

In addition, holders of the Notes will have the right to require us to purchase their Notes upon the occurrence of a fundamental change at a purchase price equal to 100% of the principal amount of the Notes, plus accrued and unpaid interest, if any, to, but not including, the fundamental change purchase date. However, we may not have enough available cash or be able to obtain financing at the time we are required to make purchases of Notes surrendered therefor or Notes being converted. In addition, our ability to purchase the Notes or to pay cash upon conversions of the Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to purchase Notes at a time when the purchase is required by the indenture or to pay cash payable on future conversions of the Notes as required by the indenture would constitute a default under the indenture. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and purchase the Notes or make cash payments upon conversions thereof.

Our debt agreements contain covenant restrictions that may limit our ability to operate our business.

Our Credit Agreement contains, and any of our other future debt agreements may contain, covenant restrictions that limit our ability to operate our business, including restrictions on our ability to, among other things, incur additional debt or issue guarantees, create liens and make certain voluntary prepayments of specified debt.

In addition, under certain circumstances we are required to comply with a fixed charge coverage ratio. As a result of these limitations, our ability to respond to changes in business and economic conditions and to obtain additional financing, if needed, may be restricted, and we may be prevented from engaging in transactions that might otherwise be beneficial to us. In addition, our failure to comply with our debt covenants could result in a default under our debt agreements, which could permit the holders to accelerate our obligation to repay the debt. If any of our debt is accelerated, we may not have sufficient funds available to repay the accelerated debt.

We may still incur substantially more debt or take other actions, which would intensify the risks discussed immediately above.

We and our subsidiaries may, subject to the limitations in our Credit Agreement, incur additional debt, secure existing or future debt, recapitalize our debt or take a number of other actions that are not limited by the terms of the indenture governing the Notes that could have the effect of diminishing our ability to make payments on the Notes when due.

The classification of our Notes may have a material effect on our reported financial results.

As described in the Risk Factor “Servicing our convertible senior notes requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt,” Notes have been historically, and may become in the future, convertible at the option of their holders prior to their scheduled terms under certain circumstances. Even if holders do not elect to convert their Notes, the Notes become convertible prior to their scheduled maturity dates, we would be required to reclassify such Notes and the related debt issuance costs as current liabilities and certain portions of our equity outside of equity to mezzanine equity, which would have an adverse impact on our reported financial results for such quarter, and could have an adverse impact on the market price of our common stock.

Risks Related to the Ownership of our Common Stock

The trading price of our common stock is likely to continue to be volatile.

The trading price of our common stock has been highly volatile and could continue to be subject to wide fluctuations in response to various factors, some of which are beyond our control. Our common stock has experienced an intra-day trading high of $286.65 per share and a low of $181.40 per share over the last 52 weeks. The stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of companies' stock, including ours, regardless of actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. For example, a shareholder litigation like this was filed against us in 2013. While the trial court dismissed the plaintiffs' complaint with prejudice, this litigation (if the trial court's order is successfully appealed) or others like it could result in substantial costs and a diversion of our management's attention and resources.

Conversion of the Notes may dilute the ownership interest of existing stockholders, including holders who had previously converted their Notes, or may otherwise depress the price of our common stock.

The conversion of some or all of the Notes will dilute the ownership interests of existing stockholders to the extent we deliver shares upon conversion of any of the Notes. As described in the Risk Factor "Servicing our convertible senior notes requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt," Notes have been historically, and may become in the future, convertible at the option of their holders prior to their scheduled terms under certain circumstances. Any sales in the public market of the common stock issuable upon such conversion could adversely affect prevailing market prices of our common stock. In addition, the existence of the Notes may encourage short selling by market participants because the conversion of the Notes could be used to satisfy short positions, or anticipated conversion of the Notes into shares of our common stock could depress the price of our common stock.

The convertible note hedge and warrant transactions we entered into in connection with the issuance of Notes may affect the value of the Notes and our common stock.

In connection with each issuance of the Notes, we entered into convertible note hedge transactions with the hedge counterparties. The convertible note hedge transactions cover, subject to customary anti-dilution adjustments, the number of shares of our common stock that initially underlay the applicable Notes. The convertible note hedge transactions are expected to reduce the potential dilution and/or offset potential cash payments we are required to make in excess of the principal amount upon conversion of the applicable Notes. We also entered into warrant transactions with the hedge counterparties relating to the same number of shares of our common stock, subject to customary anti-dilution adjustments. However, the warrant transactions could separately have a dilutive effect on our common stock to the extent that the market price per share of our common stock exceeds the applicable strike price of the warrants on the applicable expiration dates.

In addition, the hedge counterparties or their affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the applicable Notes (and are likely to do so during any observation period related to a conversion of Notes). This activity could also cause or prevent an increase or a decrease in the market price of our common stock or the Notes.

We do not make any representation or prediction as to the direction or magnitude of any potential effect that the transactions described above may have on the prices of the Notes or the shares of our common stock. In addition, we do not make any representation that the hedge counterparties have engaged or will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

Mr. Musk borrowed funds from affiliates of certain underwriters in our public offerings and/or private placements and has pledged shares of our common stock to secure these borrowings. The forced sale of these shares pursuant to a margin call could cause our stock price to decline and negatively impact our business.

Beginning in June 2011, banking institutions that are affiliated with certain underwriters of our completed public offerings of common stock and Notes made extensions of credit to Elon Musk and the Elon Musk Revocable Trust dated July 22, 2003, or the Trust, a portion of which Mr. Musk used to purchase shares of common stock in our public offerings in May 2013 and August 2015 and private placements in June 2011 and June 2013. We are not a party to these loans, which are full recourse against Mr. Musk and the Trust and are secured by pledges of a portion of the Tesla common stock currently owned by Mr. Musk and the Trust and other shares of capital stock of unrelated entities owned by Mr. Musk and the Trust.

If the price of our common stock declines, Mr. Musk may be forced by one or more of the banking institutions to provide additional collateral for the loans or to sell shares of Tesla common stock in order to remain within the margin limitations imposed under the terms of his loans. The loans between these banking institutions on the one hand, and Mr. Musk and the Trust on the other hand, prohibit the non-pledged shares currently owned by Mr. Musk and the Trust from being pledged to secure any other loans. These factors may limit Mr. Musk's ability to either pledge additional shares of Tesla common stock or sell shares of Tesla common stock as a means to avoid or satisfy a margin call with respect to his pledged Tesla common stock in the event of a decline in our stock price that is large enough to trigger a margin call. Any sales of common stock following a margin call that is not satisfied may cause the price of our common stock to decline further.

Anti-takeover provisions contained in our certificate of incorporation and bylaws, the provisions of Delaware law, and the terms of our convertible notes could impair a takeover attempt.

Our certificate of incorporation, bylaws, Delaware law and the terms of our Notes contain provisions which could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by our board of directors. Our corporate governance documents include provisions:

- creating a classified board of directors whose members serve staggered three-year terms;
- authorizing "blank check" preferred stock, which could be issued by the board without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock;
- limiting the liability of, and providing indemnification to, our directors and officers;
- limiting the ability of our stockholders to call and bring business before special meetings;
- requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;
- controlling the procedures for the conduct and scheduling of board and stockholder meetings; and
- providing the board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings.

As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock.

Any provision of our certificate of incorporation or bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

In addition, the terms of the convertible notes require us to repurchase the convertible notes in the event of a fundamental change. A takeover of our company would trigger an option of the holders of the convertible notes to require us to repurchase the convertible notes. This may have the effect of delaying or preventing a takeover of our company that would otherwise be beneficial to our stockholders or investors in the convertible notes.

If securities or industry analysts publishing research or reports about us, our business or our market change their recommendations regarding our stock adversely or cease to publish research or reports about us, our stock price and trading volume could decline.

The trading market for our common stock will be influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. If any of the analysts who may cover us change their recommendation regarding our stock adversely, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. If any analyst who may cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULT UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

On August 4, 2015, Jerome Guillen, our Vice President, Worldwide Service and Deliveries, notified Tesla that he will be taking a leave of absence until December 31, 2015.

Recently, our Board of Directors reviewed the job responsibilities of our senior management. On August 6, 2015, the Board determined that Mr. Guillen no longer has reporting requirements under Section 16 of the Securities Exchange Act of 1934, as amended (Section 16). On the same date, the Board also determined that Doug Field, our Vice President, Engineering, has reporting requirements under Section 16.

ITEM 6. EXHIBITS

See Index to Exhibits at end of report.

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 thereunto duly authorized.

	Tesla Motors, Inc.
Date: November 5, 2015	/s/ Deepak Ahuja Deepak Ahuja Chief Financial Officer (Principal Financial Officer, Principal Accounting Officer and Duly Authorized Officer)

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.1	Waiver to Fifth Amended and Restated Investor's Rights Agreement, dated as of August 13, 2015, between Tesla Motors, Inc. and certain holders of the capital stock of Tesla Motors, Inc. named therein.	8-K	001-34756	4.1	August 19, 2015	—
10.1	First Amendment, dated as of November 3, 2015, to ABL Credit Agreement, dated as of June 10, 2015, by and among Tesla Motors, Inc., Tesla Motors Netherlands B.V., certain of Tesla Motors, Inc.'s and Tesla Motors Netherlands B.V.'s direct or indirect subsidiaries from time to time party thereto, as borrowers, and the documentation agent, syndication agents, administrative agent, collateral agent and lenders from time to time party thereto.	—	—	—	—	X
31.1	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Executive Officer	—	—	—	—	X
31.2	Rule 13a-14(a) / 15(d)-14(a) Certification of Principal Financial Officer	—	—	—	—	X
32.1*	Section 1350 Certifications	—	—	—	—	X
101.INS	XBRL Instance Document	—	—	—	—	X
101.SCH	XBRL Taxonomy Extension Schema Document	—	—	—	—	X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	—	—	—	—	X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	—	—	—	—	X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	—	—	—	—	X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	—	—	—	—	X

* Furnished herewith

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