

TESLA MOTORS INC
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Tesla Motors, Inc.
(Name of Issuer)

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

88160R 101
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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

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

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Blackstar Investco LLC
27-1981438

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

| | | |
|--|---|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 8,113,215 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 8,113,215 |
| | 8 | SHARED DISPOSITIVE POWER 0 |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,113,215

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8%

12TYPE OF REPORTING PERSON (See Instructions)

OO

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Daimler North America Corporation
22-1760935

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

| | | |
|--|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 22,916 (See Item 4(II)(a)below) |
| | 6 | SHARED VOTING POWER 8,113,215 (See Item 4(II)(a) below) |
| | 7 | SOLE DISPOSITIVE POWER 22,916 (See Item 4(II)(a) below) |
| | 8 | SHARED DISPOSITIVE POWER 8,113,215 (See Item 4(II)(a) below) |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,136,131 (See Item 4(II)(a) below)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8% (See Item 4(II)(b) below)

12TYPE OF REPORTING PERSON (See Instructions)

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Daimler AG
98-0190736

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)
(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Germany

| | | |
|--|---|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 8,136,131 (See Item 4(III)(a) below) |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 8,136,131 (See Item 4(III)(a) below) |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,136,131 (See Item 4(III)(a) below)

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8% (See Item 4(III)(b) below)

12TYPE OF REPORTING PERSON (See Instructions)

HC, OO

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Blackstar Holdings GmbH

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Germany

| | | |
|--|---|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 8,113,215 |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,113,215

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8%

12TYPE OF REPORTING PERSON (See Instructions)

OO

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Europe Holdings GmbH

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

Austria

| | | |
|--|---|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 8,113,215 |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,113,215

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8%

12TYPE OF REPORTING PERSON (See Instructions)

OO

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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Aabar Investments PJS

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

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION:

The Emirate of Abu Dhabi, United Arab Emirates

| | | |
|---|---|---------------------------------------|
| \NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 8,113,215 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,113,215

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8%

12 TYPE OF REPORTING PERSON (See Instructions)

HC, OO

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1NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

International Petroleum Investment Company

2CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF ORGANIZATION:

The Emirate of Abu Dhabi, United Arab Emirates

| | | |
|--|---|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 0 |
| | 6 | SHARED VOTING POWER 0 |
| | 7 | SOLE DISPOSITIVE POWER 0 |
| | 8 | SHARED DISPOSITIVE POWER 8,113,215 |

9AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

8,113,215

10CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

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

7.8%

12TYPE OF REPORTING PERSON (See Instructions)

OO

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Item 1.

(a) Name of Issuer:

Tesla Motors, Inc.

(b) Address of Issuer's Principal Executive Offices:

3500 Deer Creek Road

Palo Alto, CA 94306

Item 2.

(a) Names of Persons Filing:

(i) Blackstar Investco LLC (“Blackstar”), (ii) Daimler North America Corporation (“DNAC”), (iii) Daimler AG (“Daimler”), (iv) Aabar Blackstar Holdings GmbH (“Aabar Holdings”), (v) Aabar Europe Holdings GmbH (“Aabar Europe”), (vi) Aabar Investments PJS (“Aabar Investments”) and (vii) International Petroleum Investment Company (“IPIC”).

(b) Address of Principal Business Office or, if none, Residence:

- Blackstar and DNAC: One Mercedes Drive, Montvale, NJ 07645.
 - Daimler: Mercedesstrasse 137, 70327 Stuttgart, Germany.
 - Aabar Holdings: Breite Straße 69, 40213 Düsseldorf, Germany.
 - Aabar Europe: Wagramer Straße 17 – 19, 1220 Wien, Austria.
- Aabar Investments: Ministry of Energy Building, Corniche Road, P.O. Box 107888, Abu Dhabi, United Arab Emirates.
- IPIC: Al Muhairy Center Office Tower, Sheikh Zayed the 1st Street, P.O. Box 7528, Abu Dhabi, United Arab Emirates.

(c) Citizenship:

- Blackstar is a Delaware limited liability company.
 - DNAC is a Delaware corporation.
 - Daimler is a German stock corporation.
- Aabar Holdings is a German limited liability company.
- Aabar Europe is an Austrian limited liability company.
- Aabar Investments is a private joint stock company established under the laws of the Emirate of Abu Dhabi, United Arab Emirates.

- IPIC is a company established under the laws of the Emirate of Abu Dhabi, United Arab Emirates; IPIC's sole shareholder is the Government of the Emirate of Abu Dhabi.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Shares").

(e) CUSIP Number:

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Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- Broker or dealer registered under Section 15 of the Act;
- Bank as defined in Section 3(a)(6) of the Act;
- Insurance company as defined in Section 3(a)(19) of the Act;
- Investment company registered under Section 8 of the Investment Company Act of 1940;
- An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: __

ItemOwnership

4.

Relying on information provided by the Issuer, the percentages used herein are calculated based on 104,530,305 Shares outstanding as of December 31, 2011. Blackstar is 60% owned by DNAC and 40% owned by Aabar Holdings. DNAC is a direct, wholly owned subsidiary of Daimler. Aabar Holdings is a direct, wholly owned subsidiary of Aabar Europe and Aabar Europe is a direct, wholly owned subsidiary of Aabar Investments. Representatives of IPIC constitute a majority of the board of directors of Aabar Investments.

Blackstar beneficially owns 8,113,215 Shares and DNAC beneficially owns 22,916 Shares (See item 4(II)(a) below). Each of DNAC, Daimler, Aabar Holdings, Aabar Europe, Aabar Investments and IPIC may be deemed to beneficially own the 8,113,215 Shares beneficially owned by Blackstar, and Daimler may also be deemed to beneficially own the 22,916 Shares beneficially owned by DNAC, each as set forth below.

I. Blackstar:

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(a) Amount beneficially owned: 8,113,215

(b) Percent of class: 7.8%

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

(i) Sole power to vote or direct the vote: 8,113,215

(ii) Shared power to vote or direct the vote: 0

(iii) Sole power to dispose or direct the disposition of: 8,113,215

(iv) Shared power to dispose or direct the disposition of: 0

II. DNAC:

(a) Amount beneficially owned: 8,136,131 (includes (a) options to purchase 22,916 Shares that are exercisable within 60 days of December 31, 2011 and (ii) 8,113,215 Shares beneficially owned by Blackstar)

(b) Percent of class: 7.8% (percentage ownership assumes that the 22,916 Shares underlying the stock options are deemed outstanding pursuant to Rule 13d-3(d)(1)(i))

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

- (i) Sole power to vote or direct the vote: 22,916 (See Item 4(II)(a) above)
- (ii) Shared power to vote or direct the vote: 8,113,215 (See Item 4(II)(a) above)
- (iii) Sole power to dispose or direct the disposition of: 22,916 (See Item 4(II)(a) above)
- (iv) Shared power to dispose or direct the disposition of: 8,113,215 (See Item 4(II)(a) above)

III. Daimler:

(a) Amount beneficially owned: 8,136,131 (includes (a) options held by DNAC to purchase 22,916 Shares that are exercisable within 60 days of December 31, 2010 and (ii) 8,113,215 Shares beneficially owned by Blackstar)

- (b) Percent of class: 7.8% (percentage ownership assumes that the 22,916 Shares underlying the stock options are deemed outstanding pursuant to Rule 13d-3(d)(1)(i))

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

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 8,136,131 (See Item 4(III)(a) above)
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 8,136,131 (See Item 4(III)(a) above)

IV. Aabar Holdings:

(a) Amount beneficially owned: 8,113,215

(b) Percent of class: 7.8%

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

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 8,113,215

of:

V. Aabar Europe:

(a) Amount beneficially owned: 8,113,215

(b) Percent of class: 7.8%

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

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

(ii) Shared power to vote or direct the vote: 0

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

(iv) Shared power to dispose or direct the disposition of: 8,113,215

VI. Aabar Investments:

(a) Amount beneficially owned: 8,113,215

(b) Percent of class: 7.8%

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

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

(ii) Shared power to vote or direct the vote: 0

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

(iv) Shared power to dispose or direct the disposition of: 8,113,215

VII. IPIC:

(a) Amount beneficially owned: 8,113,215

(b) Percent of class: 7.8%

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

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 8,113,215

Item Ownership Five Percent or Less of a Class
5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [].

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

Not Applicable

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent
7. Holding Company or Control Person

Not Applicable

Item Identification and Classification of Members of the Group
8.

Not Applicable

Item Notice of Dissolution of Group
9.

Not Applicable

ItemCertification

10.

Not Applicable

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SIGNATURE

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

Dated: February 14, 2012

BLACKSTAR INVESTCO LLC

By: /s/ Ruben Simmons
Name: Ruben Simmons
Title: President

By: /s/ Alexander Nediger
Name: Alexander Nediger
Title: Assistant Secretary

DAIMLER NORTH AMERICA CORPORATION

By: /s/ Ruben Simmons
Name: Ruben Simmons
Title: President

By: /s/ Frank Wetter
Name: Frank Wetter
Title: Treasurer

DAIMLER AG

By: /s/ Prof. Herbert Kohler
Name: Prof. Herbert Kohler
Title: Vice President of Group Research & Advanced Engineering e-drive & Future Mobility

By: /s/ Dr. Edgar Krökel
Name: Dr. Edgar Krökel
Title: Vice President, Mergers & Acquisitions/Corporate Real Estate

AABAR BLACKSTAR HOLDINGS GMBH

By: /s/ Georg Thoma
Name: Georg Thoma

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Title: Managing Director

By: /s/ Reinhard Stockum

Name: Reinhard Stockum

Title: Managing Director

AABAR EUROPE HOLDINGS GMBH

By: /s/ Mohamed Badawy Al-Husseiny

Name: Mohamed Badawy Al-Husseiny

Title: Director

AABAR INVESTMENTS PJS

By: /s/ Mohamed Badawy Al-Husseiny

Name: Mohamed Badawy Al-Husseiny

Title: Director

CUSIP No. 88160R 101

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INTERNATIONAL PETROLEUM INVESTMENT COMPANY

By: /s/ Khadem Al Qubaisi
Name: Khadem Al Qubaisi
Title: Managing Director

INDEX TO EXHIBITS

Exhibit No.

Exhibit

99.1 Joint Filing Statement, dated February 14, 2011, among Blackstar Investco LLC, Daimler North America Corporation, Daimler AG, Aabar Blackstar Holdings GmbH, Aabar Europe Holdings GmbH, Aabar Investments PJS and International Petroleum Investment Company (incorporated herein by reference to Exhibit 99.1 to the Schedule 13G filed by such persons with the Securities and Exchange Commission on February 14, 2011).