



THE NASDAQ STOCK MARKET  
8800 BLACKWELL ROAD  
CROFTSVILLE, MD 20850



Received SEC  
JUN 21 2010  
Washington, DC 20549

CERTNARS

001-34756

Gary Sundick  
Vice President  
Listing Qualifications

By Facsimile and First Class Mail

June 21, 2010

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on May 27, 2010 The Nasdaq Stock Market (the "Exchange") received from Tesla Motors, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, \$0.001 par value per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary N. Sundick*