

General Motors Co
Form 424B3
June 20, 2014
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Filed pursuant to Rule 424(b)(3)
Registration No. 333-196192

PROSPECTUS

Offer to Exchange

\$1,500,000,000 aggregate principal amount of new 3.500% Senior Notes due 2018 (the New 2018 Notes) for all outstanding 3.500% Senior Notes due 2018 originally issued September 27, 2013 (the Old 2018 Notes),

\$1,500,000,000 aggregate principal amount of new 4.875% Senior Notes due 2023 (the New 2023 Notes) for all outstanding 4.875% Senior Notes due 2023 originally issued September 27, 2013 (the Old 2023 Notes), and

\$1,500,000,000 aggregate principal amount of new 6.250% Senior Notes due 2043 (the New 2043 Notes) for all outstanding 6.250% Senior Notes due 2043 originally issued September 27, 2013 (the Old 2043 Notes).

We are offering to exchange, on the terms and subject to the conditions described in this prospectus and the accompanying letter of transmittal, our New 2018 Notes, New 2023 Notes and New 2043 Notes, which we refer to in this prospectus collectively as the New Notes, for any and all of our outstanding Old 2018 Notes, Old 2023 Notes and Old 2043 Notes, respectively, which we refer to in this prospectus collectively as the Old Notes. In this prospectus, we refer to the offer to exchange the New Notes for the Old Notes as the Exchange Offer and the New Notes and Old Notes collectively as the Notes.

The Exchange Offer will expire at 5:00 p.m., New York City time, on July 21, 2014, unless we extend the Exchange Offer in our sole and absolute discretion.

The New Notes:

The terms of the New Notes offered in the Exchange Offer are substantially identical to the terms of the respective Old Notes, except that the New Notes are registered under the Securities Act of 1933, as amended (the Securities Act), and will not contain restrictions on transfer or provisions relating to additional interest, will bear a different CUSIP or ISIN number from the Old Notes, and will not entitle their holders to registration rights.

Investing in the New Notes involves risks. You should carefully review the risk factors beginning on page 11 of this prospectus before participating in the Exchange Offer.

The Exchange Offer:

No public market currently exists for the New Notes (or the Old Notes), and the New Notes will not be listed on any securities exchange or automated quotation system.

You may withdraw tenders of Old Notes at any time prior to the expiration or termination of the Exchange Offer.

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Old Notes may be tendered only in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. **Each broker-dealer that receives New Notes for its own account pursuant to the Exchange Offer must acknowledge that it will deliver a prospectus in connection with any resale of such New Notes. By so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. A broker-dealer who acquired Old Notes as a result of market-making or other trading activities may use this prospectus, as supplemented or amended from time to time, in connection with any resales of the New Notes. We have agreed that, for a period of up to 180 days after the date of completion of the Exchange Offer, we will make this prospectus available for use in connection with any such resale. See Plan of Distribution.**

Neither the Securities and Exchange Commission (the SEC or the Commission) nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 19, 2014.

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We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus. We do not take responsibility for, and we do not provide any assurance as to the reliability of, any other information that others may give you. We have not authorized any other person to provide you with different information. We are not making an offer to exchange the New Notes for the Old Notes in any jurisdiction where such offer or exchange is not permitted.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we filed with the SEC. You should carefully read this prospectus, the registration statement, the exhibits thereto and our current and periodic reports filed from time to time with the SEC, as well as the additional information described under **Incorporation of Certain Documents by Reference** and **Where You Can Find More Information**, before making a decision to participate in the Exchange Offer or to invest in the New Notes. You should consult your own legal, tax and business advisors regarding your participation in the Exchange Offer and investment in the New Notes. Information in this prospectus is not legal, tax or business advice.

In this prospectus, unless the context indicates otherwise, for the periods on or subsequent to July 10, 2009, references to **we**, **our**, **us**, **ourselves**, the **Company**, **General Motors**, or **GM** refer to General Motors Company and, where appropriate, its subsidiaries. However, in the **Summary of the Terms of the Exchange Offer**, **Summary of the Terms of the New Notes**, **Description of the New Notes**, **The Exchange Offer**, **Book-Entry; Delivery and Form of the New Notes** and **Plan of Distribution** sections of this prospectus, references to **we**, **our**, **us**, **ourselves**, the **Company**, **Issuer**, **General Motors** or **GM** refer to General Motors Company (parent company only) and not to any of our subsidiaries.

General Motors Company is the successor entity solely for accounting and financial reporting purposes to General Motors Corporation, which is sometimes referred to in this prospectus, for the periods on or before July 9, 2009, as **Old GM**. On July 10, 2009, Old GM changed its name to **Motors Liquidation Company**. On December 15, 2011, **Motors Liquidation Company** was dissolved and transferred its remaining assets and liabilities to the **Motors Liquidation Company GUC Trust**.

THIS PROSPECTUS CONSTITUTES NEITHER AN OFFER TO EXCHANGE OR PURCHASE SECURITIES NOR A SOLICITATION OF CONSENTS IN ANY JURISDICTION IN WHICH, OR TO OR FROM ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION UNDER APPLICABLE SECURITIES OR BLUE SKY LAWS.

IF YOU ARE LOCATED OR RESIDENT IN ANY PROVINCE OR TERRITORY OF CANADA, PLEASE SEE THE EXCHANGE OFFER SPECIAL NOTICE REGARDING CANADIAN SECURITIES LAWS COMPLIANCE.

MARKET AND INDUSTRY DATA

Information relating to our relative position in the global automotive industry is based upon the good faith estimates of management, and includes all sales by joint ventures on a total vehicle basis, not based on the percentage of ownership in the joint venture. While we are not aware of any misstatements regarding our market and industry data presented or incorporated by reference herein, our management's estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** in this prospectus or in the documents incorporated by reference herein. We cannot guarantee the accuracy or completeness of such information contained or incorporated by reference in this prospectus.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus, which means that we can disclose important information about us by referring you to another document filed separately with the SEC. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. This prospectus incorporates by reference the documents and reports listed below and any future filings that we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) until the expiration date (provided, however, that this prospectus does not incorporate by reference any documents, reports or filings, or portions of any documents, reports or filings, that are deemed to be furnished and not filed under applicable SEC rules, unless specifically listed below):

GM SEC Filings (File No. 001-34960)	Period
Annual Report on Form 10-K	Year ended December 31, 2013 (filed with the SEC on February 6, 2014)
Quarterly Report on Form 10-Q	Quarter ended March 31, 2014 (filed with the SEC on April 24, 2014)
Current Reports on Form 8-K	Dates filed: January 7, 2014, January 15, 2014 (2 filed Forms 8-K), January 17, 2014, February 4, 2014, March 4, 2014, March 13, 2014, April 3, 2014, April 21, 2014, May 5, 2014, May 15, 2014, May 20, 2014 (2 Forms 8-K), June 5, 2014 (2 filed Forms 8-K), June 12, 2014 and June 16, 2014

The documents incorporated by reference into this prospectus contain important business and financial information about us that is not included in or delivered with this prospectus. You may request a copy of the documents incorporated by reference into this prospectus, except exhibits to such documents unless those exhibits are specifically incorporated by reference in such documents, at no cost, by writing or telephoning the office of Thomas S. Timko, Vice President, Controller and Chief Accounting Officer, at the following address and telephone number:

General Motors Company
 300 Renaissance Center
 Detroit, Michigan 48265-3000
 (313) 556-5000

To ensure timely delivery you should make your request to us no later than July 14, 2014, which is five business days prior to the expiration date of the Exchange Offer. To ensure timely delivery in the event that we extend the Exchange Offer, you should make your request to us at least five business days before the expiration date of the Exchange Offer, as extended.

You may also find additional information about us, including the documents mentioned above, on our website at <http://www.gm.com>. Our website and the information included in, or linked to on, our website are not part of this prospectus. We have included our website address in this prospectus solely as a textual reference.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet site at www.sec.gov that contains reports, proxy statements and other information regarding registrants that file electronically, including GM. We are not incorporating the contents of the SEC website into this prospectus. Reports and other information can also be inspected at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005, where our common stock is listed.

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FORWARD-LOOKING STATEMENTS

This prospectus may include or incorporate by reference forward-looking statements. Our use of the words may, will, would, could, should, believes, estimates, projects, potential, expects, plans, seeks, intends, evaluates, pursues, anticipates, continues, design, target, outlook, initiative, objective, designed, priorities, goal or the negative of those words or other similar expressions is intended to forward-looking statements that represent our current judgment about possible future events. All statements included or incorporated by reference in this prospectus, and in related comments by our management, other than statements of historical facts, including without limitation statements about future events or financial performance, are forward-looking statements that involve certain risks and uncertainties.

These statements are based on certain assumptions and analyses made in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors that we believe are appropriate under the circumstances. While these statements represent our judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results. Whether actual future results and developments will conform with our expectations and predictions is subject to a number of risks and uncertainties, including the risks and uncertainties discussed in this prospectus and the documents incorporated by reference under the captions Risk Factors and Forward-Looking Statements and elsewhere in those documents.

Consequently, all of the forward-looking statements made in this prospectus, as well as all of the forward-looking statements incorporated by reference to our filings under the Exchange Act, are qualified by these cautionary statements and there can be no assurance that the actual results or developments that we anticipate will be realized or, even if realized, that they will have the expected consequences to or effects on us and our subsidiaries or our businesses or operations. We caution investors not to place undue reliance on forward-looking statements. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events, or other such factors that affect the subject of these statements, except where we are expressly required to do so by law.

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SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus. This summary describes aspects of our business, the Exchange Offer, and the New Notes and Old Notes, but it does not contain all of the information that you should consider in making your decision to participate in the Exchange Offer or invest in the New Notes. You should carefully read all of the information contained or incorporated by reference in this prospectus, including the Risk Factors section beginning on page 11 of this prospectus, the risk factors in our periodic reports filed from time to time with the SEC and our financial statements and related notes before making an investment decision.

General Motors Company

Overview

We design, build and sell cars, trucks and automobile parts worldwide. We also provide automotive financing services through General Motors Financial Company, Inc. (GM Financial).

Our automotive operations meet the demands of our customers through our four automotive segments: GM North America, GM Europe, GM International Operations and GM South America.

Automotive

Our vision is to design, build and sell the world's best vehicles. We are committed to leadership in vehicle design, quality, reliability, telematics and infotainment and safety, as well as to developing key energy efficiency, energy diversity and advanced propulsion technologies, including electric vehicles. Our business is diversified across products and geographic markets. We meet the local sales and service needs of our retail and fleet customers with a global network of independent dealers.

Automotive Financing-GM Financial

GM Financial is a global provider of automobile financing solutions specializing in purchasing retail automobile installment sales contracts originated by GM and non-GM franchised and select independent dealers in connection with the sale of used and new automobiles. GM Financial also offers a lease financing product for new GM vehicles and a commercial lending program for GM-franchised dealerships. GM Financial primarily generates revenue and cash flows through the purchase, retention, securitization and servicing of finance receivables and leased assets. GM Financial completed the acquisitions of Ally Financial Inc.'s automotive finance and financial services businesses in Europe and Latin America during 2013 and expects to complete the acquisition of Ally Financial Inc.'s equity interest in its joint venture in China, which is subject to certain regulatory and other approvals, in 2014 or as soon as practicable thereafter.

Corporate Information

Our principal executive offices are located at 300 Renaissance Center, Detroit, Michigan 48265-3000, and our telephone number is (313) 556-5000. Our website is www.gm.com. Our website and the information included in, or linked to on, our website are not part of this prospectus. We have included our website address in this prospectus solely as a textual reference.

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Summary of the Terms of the Exchange Offer

On September 27, 2013, we completed a private placement of \$1,500,000,000 aggregate principal amount of Old 2018 Notes, \$1,500,000,000 aggregate principal amount of Old 2023 Notes and \$1,500,000,000 aggregate principal amount of Old 2043 Notes. The private placement of the Old Notes was made only to qualified institutional buyers under Rule 144A under the Securities Act and to persons outside the United States under Regulation S under the Securities Act, and accordingly was exempt from registration under the Securities Act.

General

In connection with the issuance of the Old Notes, GM entered into a registration rights agreement, dated September 27, 2013, with the initial purchasers of the Old Notes (the **Registration Rights Agreement**). Pursuant to the Registration Rights Agreement, we agreed to use commercially reasonable efforts to cause the registration statement of which this prospectus is a part to become effective within 365 days after the date of issuance of the Old Notes. We further agreed to use commercially reasonable efforts to commence the Exchange Offer as soon as practicable after the registration statement becomes effective and to hold the Exchange Offer open for the period required by applicable law. See **The Exchange Offer**. The terms of the New Notes offered in the Exchange Offer are identical in all material respects to those of the Old Notes, except that the New Notes:

will be registered under the Securities Act and therefore will not be subject to restrictions on transfer;

will not be subject to provisions relating to additional interest;

will bear a different CUSIP or ISIN number from the Old Notes; and

will not entitle their holders to registration rights.

The Exchange Offer

We are offering to issue:

up to \$1,500,000,000 aggregate principal amount of new 3.500% Senior Notes due 2018 in exchange for a like principal amount of our outstanding 3.500% Senior Notes due 2018 (CUSIP Nos. 37045VAA8, U3821PAA0),

up to \$1,500,000,000 aggregate principal amount of new 4.875% Senior Notes due 2023 in exchange for a like principal amount of our outstanding 4.875% Senior Notes due 2023 (CUSIP Nos. 37045VAB6, U3821PAB8), and

up to \$1,500,000,000 aggregate principal amount of new 6.250% Senior Notes due 2043 in exchange for a like principal amount of our outstanding 6.250% Senior Notes due 2043 (CUSIP Nos. 37045VAC4, U3821PAC6).

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You may only exchange Old Notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Subject to the satisfaction or waiver of specified conditions, we will exchange the New Notes for all respective Old Notes that are validly

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tendered and not validly withdrawn prior to the expiration of the Exchange Offer. We will cause the exchanges to be effected promptly after the expiration of the Exchange Offer.

Resale of the New Notes

Based on an interpretation by the staff of the SEC set forth in no-action letters issued to third parties, we believe that the New Notes issued pursuant to the Exchange Offer in exchange for Old Notes may be offered for resale, resold and otherwise transferred by you without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are not our affiliate (as defined in Rule 405 under the Securities Act);

you are acquiring the New Notes in the ordinary course of your business;

you do not have an arrangement or understanding with any person to participate in the distribution of the New Notes (within the meaning of the Securities Act);

you are not engaged in, and do not intend to engage in, the distribution of the New Notes; and

you are not acting on behalf of any person who could not truthfully make a representation to all of the foregoing.

If you are a broker-dealer and receive New Notes for your own account in exchange for Old Notes that you acquired as a result of market-making activities or other trading activities, you must represent that you will deliver a prospectus in connection with any resale of the New Notes. See Plan of Distribution. A broker-dealer may use this prospectus for an offer to resell, a resale or other retransfer of the New Notes issued in the Exchange Offer for a period of up to 180 days after the date of completion of the Exchange Offer.

Any holder of Old Notes who:

is our affiliate (as defined in Rule 405 under the Securities Act);

does not acquire the New Notes in the ordinary course of its business; or

tenders its Old Notes in the Exchange Offer with the intention to participate, or for the purpose of participating, in a distribution of New Notes;

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cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co. Incorporated* (available June 5, 1991) and *Exxon Capital Holdings Corporation* (available May 13, 1988), as interpreted in *Shearman & Sterling* (available July 2, 1993), or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the New Notes.

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You should read the discussion under the heading "The Exchange Offer" for further information regarding the Exchange Offer and resale of the New Notes.

Consequences of Failure to Exchange the Old Notes If you are eligible to participate in the Exchange Offer and:

you do not tender your Old Notes; or

you tender your Old Notes and they are not accepted for exchange,

your Old Notes will remain outstanding and continue to accrue interest, but you will not retain any rights under the Registration Rights Agreement.

See "The Exchange Offer," "Terms of the Exchange Offer," and "Consequences of Failure to Exchange."

Effect on Holders of the Old Notes

Upon completion of the Exchange Offer, there may be no market for the Old Notes that remain outstanding and you may have difficulty selling them.

As a result of the making of, and upon acceptance for exchange of all validly tendered outstanding Old Notes pursuant to the terms of, the Exchange Offer, GM will have fulfilled a covenant under the Registration Rights Agreement and, accordingly, GM will not be obligated to pay additional interest pursuant to the Registration Rights Agreement.

Expiration Date

The Exchange Offer will expire at 5:00 p.m., New York City time, on July 21, 2014, or the expiration date, unless we extend the Exchange Offer, in which case expiration date means the latest date and time to which the Exchange Offer has been extended.

Conditions to the Exchange Offer

The Exchange Offer is subject to several customary conditions described in "The Exchange Offer-Conditions." We will not be required to accept for exchange, or to issue any New Notes in exchange for, any Old Notes and may terminate or amend the Exchange Offer if we determine in our reasonable judgment that:

the Exchange Offer violates applicable law or any applicable interpretation of the staff of the SEC;

an action or proceeding has been instituted or threatened in any court or by any governmental agency with respect to the Exchange Offer or a material adverse development shall have occurred with respect to GM; or

any governmental approval has not been obtained, which approval we deem necessary for the consummation of the Exchange Offer.

The foregoing conditions are for our sole benefit and may be waived by us. We reserve the right to terminate or amend the Exchange Offer at any time prior to the expiration date upon the occurrence of any of the foregoing events.

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Procedures for Tendering the Old Notes

If you wish to participate in the Exchange Offer, you must submit required documentation and effect a tender of Old Notes pursuant to the procedures for book-entry transfer or other applicable procedures, all in accordance with the instructions described in this prospectus and in the letter of transmittal or electronic acceptance instruction. See The Exchange Offer Procedures for Tendering the Old Notes, Book-Entry Transfer and Guaranteed Delivery Procedures.

If you hold Old Notes through The Depository Trust Company (DTC) and wish to participate in the Exchange Offer, you must comply with the Automated Tender Offer Program procedures of DTC by which you will agree to be bound by the letter of transmittal.

By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

you are not our affiliate (as defined in Rule 405 of the Securities Act);

you are acquiring the New Notes in the ordinary course of your business;

you do not have an arrangement or understanding with any person to participate in the distribution of the New Notes or the Old Notes (within the meaning of the Securities Act);

if you are not a broker-dealer, that you are not engaged in, and do not intend to engage in, the distribution of the New Notes;

if you are a broker-dealer, that you will receive the New Notes for your own account in exchange for Old Notes that were acquired as a result of market-making activities or other trading activities, and that you will deliver a prospectus in connection with any resale of such New Notes; and

you are not acting on behalf of any person who could not truthfully make the foregoing representations.

Special Procedures for Beneficial Owners

If you are a beneficial owner of Old Notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those Old Notes in the Exchange Offer, you should contact the registered holder promptly and instruct the registered holder to tender those Old Notes on your behalf.

Guaranteed Delivery Procedures

If you wish to tender your Old Notes, but cannot properly do so prior to the expiration date, you may tender your Old Notes according to the guaranteed delivery procedures set forth in The Exchange Offer Guaranteed Delivery Procedures.

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Withdrawal Rights

Tenders of Old Notes may be withdrawn at any time prior to 5:00 p.m., New York City time, on the expiration date. To withdraw a tender of Old Notes, a written or facsimile transmission notice of withdrawal must be received by the Exchange Agent (as defined below) at its

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address set forth in The Exchange Offer Exchange Agent prior to 5:00 p.m., New York City time, on the expiration date.

Acceptance of Old Notes and Delivery of New Notes Except in some circumstances, Old Notes that are validly tendered in the Exchange Offer prior to 5:00 p.m., New York City time, on the expiration date will be accepted for exchange. The New Notes issued pursuant to the Exchange Offer will be delivered promptly following the expiration date. We may reject any and all Old Notes that we determine have not been properly tendered or any Old Notes the acceptance of which would, in the opinion of our counsel, be unlawful. We may waive any irregularities in the tender of the Old Notes. See The Exchange Offer Procedures for Tendering the Old Notes, Book-Entry Transfer, and Guaranteed Delivery Procedures.

Registration Rights In an effort to provide holders of the Old Notes the opportunity to exchange the Old Notes for substantially similar notes that are publicly registered, we entered into the Registration Rights Agreement pursuant to which we agreed to:

use commercially reasonable efforts to file a registration statement for an exchange offer to exchange the New Notes for respective Old Notes;

use commercially reasonable efforts to cause the registration statement to become effective within 365 days after September 27, 2013;

use commercially reasonable efforts to commence the Exchange Offer as soon as practicable after the registration statement has become effective; and

in certain circumstances, file a shelf registration statement that would allow some or all of the Old Notes to be offered to the public.

We will be required to pay additional cash interest as liquidated damages to holders of the Old Notes if we fail to meet various deadlines under the Registration Rights Agreement. See Exchange Offer Purpose and Effect of the Exchange Offer.

Certain U.S. Federal Income Tax Considerations We believe that the exchange of the New Notes for the respective Old Notes will not constitute a taxable exchange for U.S. federal income tax purposes. See Certain U.S. Federal Tax Considerations.

Use of Proceeds We will not receive any cash proceeds from the issuance of the New Notes in the Exchange Offer. See Use of Proceeds.

Dissenters Rights Holders of Old Notes do not have any appraisal or dissenters rights in connection with the Exchange Offer.

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Exchange Agent

The Bank of New York Mellon is serving as the exchange agent for the Old Notes (the Exchange Agent).

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Summary of the Terms of the New Notes

The summary below describes the principal terms of the New Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the New Notes section of this prospectus contains more detailed descriptions of the terms and conditions of the New Notes and the Indenture (as defined under Description of the New Notes) governing the New Notes.

Issuer	General Motors Company
New Notes Offered	<p>\$1,500,000,000 in aggregate principal amount of 3.500% Senior Notes due 2018, which will have been registered under the Securities Act,</p> <p>\$1,500,000,000 in aggregate principal amount of 4.875% Senior Notes due 2023, which will have been registered under the Securities Act, and</p> <p>\$1,500,000,000 in aggregate principal amount of 6.250% Senior Notes due 2043, which will have been registered under the Securities Act.</p>
Maturity Dates	The New 2018 Notes will mature on October 2, 2018, the New 2023 Notes will mature on October 2, 2023, and the New 2043 Notes will mature on October 2, 2043.
Interest Rates	Interest on the New 2018 Notes will accrue at a rate of 3.500% per year, interest on the New 2023 Notes will accrue at a rate of 4.875% per year and interest on the New 2043 Notes will accrue at a rate of 6.250% per year.
Interest Payment Dates	Interest on the New Notes will be paid semi-annually and in arrears on April 2 and October 2.
Ranking of the New Notes	<p>The New Notes will be our general unsecured obligations and will be:</p> <p>equal in right of payment to all of our existing and future unsecured indebtedness and other obligations that are not, by their terms, expressly subordinated in right of payment to the Notes;</p> <p>senior in right of payment to any of our existing or future indebtedness and other obligations that are, by their terms, expressly subordinated in right of payment to the Notes;</p> <p>effectively subordinated to all of our secured indebtedness and other secured obligations to the extent of the value of the assets securing such secured indebtedness or other secured obligations; and</p>

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structurally subordinated to all indebtedness and other obligations of our subsidiaries.

Optional Redemption

We may, at our option, redeem the New Notes in whole or in part at any time and from time to time at redemption prices of 100% of their

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respective principal amounts plus an applicable make-whole premium as described under Description of the New Notes Optional Redemption.

Certain Covenants

The New Notes will be issued under the Indenture, which contains covenants that will limit:

the ability of GM and certain of its subsidiaries to incur indebtedness secured by certain principal domestic manufacturing properties or by any shares of stock or indebtedness of certain manufacturing subsidiaries and to enter into certain sale and leaseback transactions with respect to certain principal domestic manufacturing properties; and

the ability of GM to enter into certain mergers or certain conveyances, transfers or leases of all or substantially all of its properties and assets.

Each of these covenants, however, is subject to significant exceptions. See Description of the New Notes Certain Covenants and Description of the New Notes Consolidation, Merger or Sale of Assets.

Further Issuances

The Indenture does not limit the amount of Notes which we may issue. We may issue additional Notes up to an aggregate principal amount as our board of directors may authorize from time to time.

No Prior Market

The New Notes will be new securities for which there is currently no existing market. The New Notes will not be listed on any securities exchange. We cannot assure you as to the liquidity of, or the trading market for, the New Notes.

Form and Denomination

The New Notes will be issued in fully registered form and will be represented by global notes without interest coupons. The global notes will be deposited with a custodian for and registered in the name of a nominee of DTC in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described under Book-Entry; Delivery and Form of the New Notes. Old Notes can be exchanged for respective New Notes in the Exchange Offer only in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Trustee

The Bank of New York Mellon (the Trustee).

Use of Proceeds

We will not receive any proceeds from the issuance of the New Notes. See Use of Proceeds.

Risk Factors

See Risk Factors beginning on page 11 of this prospectus and in our periodic reports filed from time to time with the SEC for a discussion of risks you should carefully consider before deciding to tender your Old Notes in the Exchange Offer or to invest in the New Notes.

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The following table presents summary consolidated financial data of General Motors Company (Successor) and Old GM (Predecessor). The summary consolidated financial data for the years ended December 31, 2013, 2012 and 2011 and as of December 31, 2013 and 2012 presented below were derived from GM's audited annual consolidated financial statements and the notes thereto appearing in our Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference in this prospectus. The audited annual consolidated financial statements for the years ended December 31, 2013, 2012 and 2011 and as of December 31, 2013 and 2012 have been audited by Deloitte & Touche LLP. The summary consolidated financial data as of December 31, 2011 and as of and for the year ended December 31, 2010 presented below were derived from GM's audited annual consolidated financial statements and the notes thereto, which are not incorporated by reference into this prospectus. The summary consolidated financial data as of December 31, 2009 (Successor) and for the periods July 10, 2009 through December 31, 2009 (Successor) and January 1, 2009 through July 9, 2009 (Predecessor) presented below were derived from GM's audited annual consolidated financial statements and the notes thereto, which are not incorporated by reference into this prospectus. The summary interim consolidated financial data as of and for the three months ended March 31, 2014 presented below were derived from GM's unaudited condensed consolidated financial statements and the notes thereto appearing in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which is incorporated by reference in this prospectus. You should read the following information in conjunction with the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations and GM's consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013 and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, which are incorporated by reference in this prospectus. See Incorporation of Certain Documents by Reference and Where You Can Find More Information.

Selected financial data is summarized in the following table (dollars in millions except per share amounts):

	Successor					Predecessor	
	Three Months Ended March 31, 2014	2013	Years Ended December 31,			July 10, 2009 Through December 31, 2009	January 1, 2009 Through July 9, 2009
		2012	2011	2010			
Income Statement Data:							
Total net sales and revenue(a)	\$ 37,408	\$ 155,427	\$ 152,256	\$ 150,276	\$ 135,592	\$ 57,474	\$ 47,115
Income (loss) from continuing operations(b)(c)	\$ 280	\$ 5,331	\$ 6,136	\$ 9,287	\$ 6,503	\$ (3,786)	\$ 109,003
Net (income) loss attributable to noncontrolling interests	(67)	15	52	(97)	(331)	(511)	115
Net income (loss) attributable to stockholders	\$ 213	\$ 5,346	\$ 6,188	\$ 9,190	\$ 6,172	\$ (4,297)	\$ 109,118
Net income (loss) attributable to common stockholders	\$ 125	\$ 3,770	\$ 4,859	\$ 7,585	\$ 4,668	\$ (4,428)	\$ 109,118
Basic earnings (loss) per share(d)	\$ 0.08	\$					