

General Motors Co
Form FWP
August 03, 2017

Free Writing Prospectus filed pursuant to Rule 433
Relating to the Preliminary Prospectus Supplement
dated August 2, 2017 to the Prospectus dated
February 7, 2017. Registration Statement
No. 333-215924

PRICING TERM SHEET

Dated as of August 2, 2017

GENERAL MOTORS COMPANY

Floating Rate Senior Notes due 2020

4.200% Senior Notes due 2027

5.150% Senior Notes due 2038

5.400% Senior Notes due 2048

The information in this pricing term sheet relates only to the offering of the Notes and should be read together with the preliminary prospectus supplement of General Motors Company dated August 2, 2017 (the Preliminary Prospectus Supplement) to its prospectus dated February 7, 2017, and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. In all other respects, this pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement. All references to dollar amounts are references to U.S. dollars.

Terms Applicable to the Notes

Issuer: General Motors Company
Trade Date: August 2, 2017
Settlement Date: August 7, 2017 (T+3)
Joint Book-Running Managers: Deutsche Bank Securities Inc.
Merrill Lynch, Pierce, Fenner & Smith

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Incorporated

Morgan Stanley & Co. LLC

Goldman Sachs & Co. LLC

J.P. Morgan Securities LLC

Joint Lead Managers:

Citigroup Global Markets Inc.

SG Americas Securities, LLC

Barclays Capital Inc.

BBVA Securities Inc.

BNP Paribas Securities Corp.

Commerz Markets LLC

Mizuho Securities USA LLC

RBS Securities Inc.

Co-Managers:

Credit Agricole Securities (USA) Inc.

ICBC Standard Bank Plc

Lloyds Securities Inc.

RBC Capital Markets, LLC

Scotia Capital (USA) Inc.

SMBC Nikko Securities America, Inc.

TD Securities (USA) LLC

Banco Bradesco BBI S.A.
BB Securities Limited
UniCredit Capital Markets LLC
U.S. Bancorp Investments, Inc.
Santander Investment Securities Inc.
BNY Mellon Capital Markets, LLC
PNC Capital Markets LLC
Mischler Financial Group, Inc.
Samuel A. Ramirez & Company, Inc.
The Williams Capital Group, L.P.

**Terms Applicable to the
Floating Rate Senior Notes due 2020**

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|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title of Securities: | Floating Rate Senior Notes due 2020 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$500,000,000 |
| Price to Public: | 100.000%, plus accrued and unpaid interest, if any, from August 7, 2017 |
| Maturity Date: | August 7, 2020 |
| Interest Rate Basis: | Three-month LIBOR |
| Spread to LIBOR: | + 80 bps |
| Interest Payment Dates: | February 7, May 7, August 7 and November 7, beginning November 7, 2017 |
| Interest Rate Determination: | Three-month LIBOR, determined as of two London business days prior to the settlement date or the relevant interest reset date, as applicable, plus 0.800% per annum |
| Interest Reset Dates: | Quarterly on February 7, May 7, August 7 and November 7, commencing on November 7, 2017 |
| Initial Interest Reset Period: | Period from and including August 7, 2017 to but excluding the first interest reset date |

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| Day Count Convention: | Actual / 360 |
| Redemption: | The notes shall not be redeemable prior to their maturity |
| Regular Record Dates: | 15 calendar days prior to each interest payment date |
| Calculation Agent: | The Bank of New York Mellon |
| Denominations: | \$2,000 and integral multiples of \$1,000 in excess thereof |
| Expected Ratings*: | Baa3 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services BBB by Fitch Ratings |
| CUSIP / ISIN: | 37045VAM2 / US37045VAM28 |

**Terms Applicable to the
4.200% Senior Notes due 2027**

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| Title of Securities: | 4.200% Senior Notes due 2027 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$750,000,000 |
| Price to Public: | 99.852%, plus accrued and unpaid interest, if any, from August 7, 2017 |
| Maturity Date: | October 1, 2027 |
| Coupon (Interest Rate): | 4.200% per year |
| Yield to Maturity: | 4.217% |
| Spread to Benchmark Treasury: | + 195 bps |
| Benchmark Treasury: | 2.375% due May 15, 2027 |
| Benchmark Treasury Price and Yield: | 100-30; 2.267% |
| Interest Payment Dates: | April 1 and October 1, beginning April 1, 2018 |
| Record Dates: | March 15 and September 15 |
| Day Count Convention: | 30 / 360 |
| Make-whole Call: | T+30 bps prior to July 1, 2027 |
| Par Call: | On or after July 1, 2027 |
| Denominations: | \$2,000 and integral multiples of \$1,000 in excess thereof |
| Expected Ratings*: | Baa3 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services BBB by Fitch Ratings |
| CUSIP / ISIN: | 37045VAN0 / US37045VAN01 |

**Terms Applicable to the
5.150% Senior Notes due 2038**

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|-----------------------------|------------------------------|
| Title of Securities: | 5.150% Senior Notes due 2038 |
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| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$1,000,000,000 |
| Price to Public: | 99.937%, plus accrued and unpaid interest, if any, from August 7, 2017 |
| Maturity Date: | April 1, 2038 |
| Coupon (Interest Rate): | 5.150% per year |
| Yield to Maturity: | 5.154% |
| Spread to Benchmark Treasury: | + 230 bps |

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| Benchmark Treasury: | 3.000% due February 15, 2047 |
| Benchmark Treasury Price and Yield: | 102-28+; 2.854% |
| Interest Payment Dates: | April 1 and October 1, beginning April 1, 2018 |
| Record Dates: | March 15 and September 15 |
| Day Count Convention: | 30 / 360 |
| Make-whole Call: | T+35 bps prior to October 1, 2037 |
| Par Call: | On or after October 1, 2037 |
| Denominations: | \$2,000 and integral multiples of \$1,000 in excess thereof |
| Expected Ratings*: | Baa3 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services BBB by Fitch Ratings |
| CUSIP / ISIN: | 37045VAP5 / US37045VAP58 |

Terms Applicable to the

5.400% Senior Notes due 2048

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|--------------------------------------------|------------------------------------------------------------------------|
| Title of Securities: | 5.400% Senior Notes due 2048 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$750,000,000 |
| Price to Public: | 99.927%, plus accrued and unpaid interest, if any, from August 7, 2017 |
| Maturity Date: | April 1, 2048 |
| Coupon (Interest Rate): | 5.400% per year |
| Yield to Maturity: | 5.404% |
| Spread to Benchmark Treasury: | + 255 bps |
| Benchmark Treasury: | 3.000% due February 15, 2047 |
| Benchmark Treasury Price and Yield: | 102-28+; 2.854% |
| Interest Payment Dates: | April 1 and October 1, beginning April 1, 2018 |
| Record Dates: | March 15 and September 15 |
| Day Count Convention: | 30 / 360 |
| Make-whole Call: | T+40 bps prior to October 1, 2047 |

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Par Call: On or after October 1, 2047

Denominations: \$2,000 and integral multiples of \$1,000 in excess thereof

Expected Ratings*: Baa3 by Moody's Investors Service, Inc.

BBB by Standard & Poor's Ratings Services

BBB by Fitch Ratings

CUSIP / ISIN: 37045VAQ3 / US37045VAQ32

***Note:** A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawn at any time.

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This communication is not intended to be a confirmation as required under Rule 10b-10 of the Securities Exchange Act of 1934. A formal confirmation will be delivered to you separately. This notice shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.

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