

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549-1004

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) September 23, 2013

GENERAL MOTORS COMPANY

(Exact Name of Registrant as Specified in its Charter)

001-34960
(Commission File Number)

DELAWARE
(State or other jurisdiction of
incorporation)

27-0756180
(I.R.S. Employer
Identification No.)

300 Renaissance Center, Detroit, Michigan
(Address of Principal Executive Offices)

48265-3000
(Zip Code)

(313) 556-5000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the company under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17-CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

TABLE OF CONTENTS

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

ITEM 7.01 REGULATION FD DISCLOSURE

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Signature

Index to Exhibits

Agreement dated September 23, 2013 between General Motors Company and the UAW Retiree Medical Benefits Trust
Press Release dated September 23, 2013

Item 1.01 Entry Into a Material Definitive Agreement

On September 23, 2013, General Motors Company (the "Company") entered into an agreement with the UAW Retiree Medical Benefits Trust (the "New VEBA") to repurchase from the New VEBA 120 million shares of its Series A Fixed Rate Cumulative Perpetual Preferred Stock ("Series A Preferred Stock") for an aggregate purchase price equal to approximately \$3.2 billion or \$27 per share (the "Agreement"). The New VEBA currently holds 260 million shares of Series A Preferred Stock, and Canada GEN Investment Corporation currently holds another 16 million shares of Series A Preferred Stock. Each share of Series A Preferred Stock has a liquidation amount of \$25 per share and accrues cumulative dividends at a 9.0% annual rate. This Agreement is contingent upon the closing of the offering of Senior Notes ("Notes") described below on or before September 30, 2013. The Company expects to incur a loss of approximately \$0.8 billion in connection with the repurchase of Series A Preferred Stock. The loss will be treated as a special item.

A copy of the Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 7.01 Regulation FD Disclosure

On September 23, 2013, the Company issued a press release announcing that it intends to offer Notes in three tranches maturing in 2018, 2023 and 2043, pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Company intends to use the net proceeds from the issuance of the Notes for general corporate purposes including the purchase of \$3 billion of Series A Preferred Stock from the New VEBA.

The Notes have not been registered under the Securities Act of 1933 and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except to (a) qualified institutional buyers in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (b) persons in offshore transactions in reliance on Regulation S.

The press release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities. The offer will be made only by means of a confidential offering memorandum.

This Current Report and the attached press release may include or incorporate by reference "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Our use of the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "seeks," "intends," "evaluates," "pursues," "anticipates," "continues," "designs," "impacts," "forecasts," "target," "outlook," "initiative," "objective," "designed," "priorities," "goal" or the negative of those words or other similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. All statements included or incorporated by reference in this Current Report, the attached press release, 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 in 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 the Company's most recent annual report on Form 10-K, which may be revised or supplement in future reports to the SEC. Consequently, all of the forward-looking statements made in this Current Report and the attached press release 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.

A copy of the press release is attached to this Current Report as Exhibit 99.1, and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

EXHIBIT

| <u>Exhibit</u> | <u>Description</u> | <u>Method of Filing</u> |
|----------------|--|-------------------------|
| Exhibit 10.1 | Agreement dated September 23, 2013 between General Motors Company and the UAW Retiree Medical Benefits Trust | Attached as Exhibit |
| Exhibit 99.1 | Press Release dated September 23, 2013 | Attached as Exhibit |

SIGNATURE

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 hereunto duly authorized.

GENERAL MOTORS COMPANY
(Registrant)

/s/ THOMAS S. TIMKO

Date: September 23, 2013

By: Thomas S. Timko
Vice President, Controller and Chief Accounting Officer



General Motors Company

James Davlin
Vice President Finance, Treasurer

September 23, 2013

UAW Retiree Medical Benefits Trust

Brock Fiduciary Services LLC, in
its capacity as fiduciary and investment
advisor to the UAW Retiree Medical Benefits Trust
Attn: Mr. Alain Lebec
Senior Managing Director
622 Third Avenue, 12th Floor
New York, New York

Ladies and Gentlemen:

This letter (the "Letter Agreement") sets forth our agreement that General Motors Company (the "Company") will purchase from the UAW Retiree Medical Benefits Trust ("VEBA") a portion of VEBA's holdings of the Company's Series A Fixed Rate Cumulative Perpetual Preferred Stock, \$0.01 par value (the "Series A Preferred"). Specifically, the Company will purchase from VEBA 120,000,000 shares of the Series A Preferred (the "Shares") for a total cash consideration of \$3,242,491,011, which amounts to a cash price per share of approximately \$27.02, which is equal to approximately 108.08% of the Liquidation Amount (the "Sale"). (All capitalized terms not defined in this Letter Agreement are used as defined in the Certificate of Designation of the Series A Preferred.)

This Letter Agreement is conditioned upon the closing by the Company of an unsecured note(s) transaction of at least \$3 billion on or before September 30, 2013 (the "Note Transaction"). We intend to consummate the Sale on or about the time of the closing of the Note Transaction. We will share with you the timing and mechanics of the closing of the Sale as soon as practicable. In consideration of VEBA's agreement to sell the Shares to the Company, the Company agrees to use its commercially reasonable efforts to consummate the Note Transaction.

Please evidence your acknowledgement and agreement of this Letter Agreement by executing this Letter Agreement in the space provided below and returning a copy of the executed Letter Agreement to Mr. Davlin and Mr. Shrosbree, at which time this Letter Agreement shall be a binding agreement between the parties hereto.

Please send your response to:

Mr. James Davlin
Vice President Finance, Treasurer
300 Renaissance Center
MC 482-C37-B98
Detroit, MI 48265
jim.davlin@gm.com

300 Renaissance Center MC 482-C37-B98 Detroit, Michigan 48265-3000

Phone: 212-418-3500
Facsimile: 212-418-3630

With a copy to:

Mr. Robert C. Shrosbree
Executive Director Legal, Corporate and Securities
300 Renaissance Center
MC 482-C23-D24
Detroit, MI 48265
robert.shrosbree@gm.com
Phone : 313-665-8452
Facsimile : 313-665-4979

Very truly yours,

GENERAL MOTORS COMPANY

By: /s/ JAMES DAVLIN
James Davlin
Vice President Finance, Treasurer

ACKNOWLEDGED AND AGREED BY:

UAW RETIREE MEDICAL BENEFITS TRUST

By: BROCK FIDUCIARY SERVICES LLC, IN ITS
CAPACITY AS FIDUCIARY AND INVESTMENT
ADVISOR TO THE UAW RETIREE MEDICAL
BENEFITS TRUST

Date: 9/23/2013 By: /s/ ALAIN LEBEC
Name: Alain Lebec
Title: Senior Managing Director

300 Renaissance Center MC 482-C37-B98 Detroit, Michigan 48265-3000



For Release: Monday, Sept. 23, 2013, 8:30 a.m. EDT

General Motors Announces Refinancing Transactions

DETROIT - General Motors Co. (NYSE: GM) announced today it has reached an agreement to repurchase 120 million shares of its Series A Preferred Stock from the UAW Retiree Medical Benefits Trust (UAW VEBA) for a total cash consideration of approximately \$3.2 billion or \$27 per share.

The agreement is contingent upon the closing of an offering by GM of senior unsecured notes on or before Sept. 30, 2013. Accordingly, GM also announced today that it has launched an offering of senior unsecured notes in five, 10 and 30-year tenors. The net proceeds of the offering will be used for general corporate purposes including the repurchase of Series A Preferred Stock from UAW VEBA.

UAW VEBA currently holds 260 million shares of Series A Preferred Stock, with an additional 16 million shares held by Canada Holdings. The shares have a liquidation preference of \$25 per share and accrue cumulative dividends at a rate equal to 9 percent annually.

In association with the purchase of Series A Preferred Stock, GM expects to record a charge of approximately \$0.8 billion in the third quarter, which will be treated as a special item.

The notes have not been registered under the Securities Act of 1933 and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except to (a) qualified institutional buyers in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 144A and (b) persons in offshore transactions in reliance on Regulation S.

The press release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities. The offer will be made only by means of a confidential offering memorandum.

General Motors Co. (NYSE:GM, TSX: GMM) and its partners produce vehicles in 30 countries, and the company has leadership positions in the world's largest and fastest-growing automotive markets. GM, its subsidiaries and joint venture entities sell vehicles under the Chevrolet, Cadillac, Baojun, Buick, GMC, Holden, Isuzu, Jiefang, Opel, Vauxhall and Wuling brands. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <http://www.gm.com>.

###

CONTACTS:

Tom Henderson
GM Financial Communications
tom.e.henderson@gm.com
313-410-2704

Dave Roman
GM Financial Communications
dave.roman@gm.com
313-498-1735

Forward-Looking Statements

In this press release and in related comments by our management, our use of the words “expect,” “anticipate,” “possible,” “potential,” “target,” “believe,” “commit,” “intend,” “continue,” “may,” “would,” “could,” “should,” “project,” “projected,” “positioned,” “outlook,” or similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors. Among other items, such factors might include: our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications; our ability to maintain quality control over our vehicles and avoid material vehicle recalls; our ability to maintain adequate financing sources, including as required to fund our planned significant investment in new technology; our ability to successfully integrate Ally Financial's international operations; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; overall strength and stability of our markets, particularly Europe; and our ability to continue to attract new customers, particularly for our new products. GM's most recent annual report on Form 10-K provides information about these and other factors, which we may revise or supplement in future reports to the SEC.