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) March 5, 2017

GENERAL MOTORS COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	**001-34960** (Commission File Number)	**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 registrant 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))

ITEM 1.01 Entry into a Material Definitive Agreement

On March 5, 2017, General Motors Holdings LLC, a wholly owned subsidiary of General Motors Company (the "Company") and a limited liability company organized under the laws of the State of Delaware (the "Seller"), entered into a Master Agreement (the "Agreement") with PSA Group (the "Purchaser"). Pursuant to the Agreement, the Purchaser will acquire the Company's Opel and Vauxhall businesses and certain other assets in Europe (the "Opel/Vauxhall Business") and, together with a financial partner, the Company's European financial subsidiaries and branches (the "Fincos" and, together with the Opel/Vauxhall Business, the "Transferred Business"), including all of the equity interests of certain subsidiaries of the Company, certain minority interests and substantially all of the assets of the Company's subsidiary, Adam Opel AG, a German *Aktiengesellschaft* ("AOAG").

The net consideration to be paid for the Opel/Vauxhall Business under the Agreement has an estimated value of approximately $1.2 billion (€1.1 billion), consisting of (i) approximately $0.9 billion (€891 million) in cash and (ii) warrants (valued at approximately $0.7 billion (€649 million) based on recent trading prices of Purchaser's shares), less (iii) an approximately $0.4 billion (€400 million) de-risking premium payment to the Purchaser for the assumption of certain underfunded pension liabilities by the Purchaser. The warrants are not exercisable for five years and do not include any governance or voting rights with respect to the Purchaser. In addition, the Company has agreed to sell the shares of the Purchaser received upon exercise of the warrants within 35 days after exercise. The net consideration to be paid for the Fincos will be 0.8 times their book value at closing, which the Company estimates will be approximately $1 billion (€927 million). The purchase price is subject to certain working capital and other adjustments as provided in the Agreement.

The transfer of the Transferred Business is subject to the satisfaction of various closing conditions, including receipt of necessary antitrust, financial and other regulatory approvals, the reorganization of the Transferred Business, including pension plans in the United Kingdom (as described below), the completion of the contribution or sale by AOAG of its assets and liabilities to a subsidiary, the transfer of GMAC UK plc's interest in SAIC-GMAC Automotive Finance Company Limited to General Motors Financial Company, Inc. or an alternate entity designated by the Seller (unless either party elects to close without completion of the transfer), and the continued accuracy (subject to certain exceptions) at closing of certain of the Seller's representations and warranties. The transfer of the Opel/Vauxhall Business is expected to close by the end of 2017. The transfer of the Fincos will close as soon as practicable after the receipt of necessary antitrust, financial and other regulatory approvals, which may be after the transfer of the Opel/Vauxhall Business. The transfer of the Fincos will not occur unless the transfer of the Opel/Vauxhall Business occurs. There can be no assurance that all required governmental consents or clearances will be obtained or that the other closing conditions will be satisfied.

Issuance of the warrants is subject to approval by shareholders of the Purchaser holding at least two-thirds of the voting rights attributable to the Purchaser's ordinary shares at a meeting scheduled to be held on May 10, 2017. Holders of approximately 51.5% of the voting rights attributable to the Purchaser's ordinary shares have agreed with the Purchaser to vote their shares in favor of approval. In the event the Purchaser's shareholders do not approve issuance of the warrants, the Purchaser will instead pay the Seller approximately $0.7 billion (€649 million), payable in five equal cash installments on each anniversary of the closing date.

The Seller and the Purchaser have each made customary representations, warranties and covenants in the Agreement, including, among others, covenants by the Seller to conduct the Transferred Business in the ordinary course between the execution of the Agreement and the consummation of the transaction.

The Seller has agreed to indemnify the Purchaser for certain losses resulting from any inaccuracy of the representations and warranties or breaches of covenants of the Seller in the Agreement and for certain other liabilities. Certain (but not all) of these indemnification obligations are subject to time limitations, thresholds and/or caps as to amount. Upon entry into the Agreement, the Company entered into a guarantee, dated as of March 5, 2017, for the benefit of the Purchaser and pursuant to which the Company has agreed to guarantee the Seller's indemnification obligations.

The Seller will retain net underfunded pension liabilities of approximately $6.5 billion primarily to current pensioners and former employees of the Transferred Business with vested pension rights. The Purchaser will assume approximately $2.8 billion (€2.6 billion) of net underfunded pension liabilities primarily with respect to active employees of the Transferred Business, and at closing, the Seller will make payments to the Purchaser (or a pension funding vehicle) of approximately $3.2 billion (€3.0 billion) in respect of these assumed liabilities, inclusive of the approximately $0.4 billion (€400 million) de-risking premium payment described above. The pension liabilities described in this Current Report on Form 8-K are calculated as of December 31, 2016. The actual pension liabilities retained by the Seller and assumed by the Purchaser, as applicable, will be determined at the closing date and, as a result, may differ from the amounts reported herein.

The Seller will retain responsibility for the existing United Kingdom defined benefit pension plans related to the Transferred Business, including responsibility for service accruals through the closing date. Those plans with active participants are expected to close to future accrual as of the day before the closing date, subject to and without prejudice to, the legally required consultation procedures. Retention of these plans will be implemented by a reorganization of the relevant pension plans that will require the consent of the trustees of these plans. There can be no assurances regarding the employee consultation process, that the trustees' consent will be obtained, or that the trustees will not impose additional conditions to granting consent.

The Seller has agreed to provide certain transitional services to the Purchaser for a limited period of time following closing and not to engage in certain competing businesses in Europe for a period of three years.

The Agreement contains certain termination rights for both the Seller and the Purchaser, including if certain closing conditions have not been satisfied on or before June 1, 2018. If the transfer of the Opel/Vauxhall Business is completed by such date, but the completion of the transfer of any of the Fincos has not been completed within 18 months after the closing of the transfer of the Opel/Vauxhall Business, the Seller will retain and liquidate the remaining Fincos.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017.

ITEM 2.05 Costs Associated with Exit or Disposal Activities

In connection with the transaction described under Item 1.01 above, which description is incorporated herein by reference, the Company expects to recognize a special charge of approximately $4.0 to $4.5 billion. The charge principally consists of valuation allowances of approximately $2.7 billion related to certain deferred tax assets that will no longer be realizable upon transfer of the Transferred Business, the approximately $0.4 billion (€400 million) de-risking premium payment and the recognition of approximately $1.2 billion of previously deferred pension losses. The other components of the disposal result in gains and losses that largely offset. As discussed in Item 1.01 above, at closing, cash payments of approximately $3.2 billion (€3.0 billion) will be made to the Buyer for assumed pension liabilities, inclusive of the approximately $0.4 billion (€400 million) de-risking premium payment included in the special charge. At a future reporting date, the Transferred Business will be presented as held for sale and as discontinued operations following the receipt of certain consents and approvals also described in Item 1.01 above.

All of the above charges, the nature of such charges and the effect of such charges are estimates only and are subject to change.

We have assumed an exchange rate of $1.054/€1.00 for this Current Report on Form 8-K.

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as "anticipate," "believe," "intend," "predict" "outlooks," "objective," "forecast," "will" or "may" or other comparable terms and phrases. All statements that address results, events or developments that the Company expects or anticipates will occur in the future are forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited to, a variety of economic, competitive and regulatory factors, many of which are beyond the Company's control and are described in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, as well as additional factors it may describe from time to time in other filings with the U.S. Securities and Exchange Commission. Forward-looking statements provide the Company's current expectations or predictions of future conditions, events or results and speak only as of the date they are made, and the Company can provide no assurance that these expectations and predictions will prove to have been correct and actual results may vary materially. The Company disclaims any obligation to publicly update or revise any forward-looking statements, except as required by law.

ITEM 7.01 Regulation FD Disclosure

On March 6, 2017, the Company issued a press release announcing entry into the Agreement. A copy of the press release announcing entry into the Agreement is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

ITEM 9.01 Financial Statements and Exhibits

EXHIBIT

Exhibit No.	Description	Method of Filing
Exhibit 99.1	Press Release Dated March 6, 2017	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/ JILL E. SUTTON
Date: March 6, 2017	By:	Jill E. Sutton Deputy General Counsel & Corporate Secretary

Exhibit 99.1

PRESS RELEASE

Detroit and Paris, 6 March 2017

Opel/Vauxhall to join PSA Group

- **Establishes PSA Group as #2 in Europe. This strong and balanced presence in its home markets will serve as the basis of profitable growth worldwide**
- **Joint venture in auto financing with BNP Paribas to support development of Opel/Vauxhall brands**
- **€2.2 Bn transaction advances GM's transformation and unlocks shareholder value through disciplined capital allocation**

Detroit and Paris, 6 March 2017 – General Motors Co. (NYSE:GM) and PSA Group (Paris:UG) today announced an agreement under which GM's Opel/Vauxhall subsidiary and GM Financial's European operations will join the PSA Group in a transaction valuing these activities at €1.3 Bn and €0.9 Bn, respectively.

With the addition of Opel/Vauxhall, which generated revenue of €17.7 Bn in 2016[1], PSA will become the second-largest automotive company in Europe, with a 17% market share[2].

Creates sound European foundation for PSA to support its worldwide profitable growth

"We are proud to join forces with Opel/Vauxhall and are deeply committed to continuing to develop this great company and accelerating its turnaround," said Carlos Tavares, chairman of the Managing Board of PSA. "We respect all that Opel/Vauxhall's talented people have achieved as well as the company's fine brands and strong heritage. We intend to manage PSA and Opel/Vauxhall capitalizing on their respective brand identities. Having already created together winning products for the European market, we know that Opel/Vauxhall is the right partner. We see this as a natural extension of our relationship and are eager to take it to the next level."

"We are confident that the Opel/Vauxhall turnaround will significantly accelerate with our support, while respecting the commitments made by GM to the Opel/Vauxhall employees," continued Mr. Tavares.

1 Opel/ Vauxhall financials correspond to financials of the contributed entity
2 Excluding Russia and Turkey. Source: IHS (February 2017)

Advances GM's Transformation and Unlocks Value

"We are very pleased that together, GM, our valued colleagues at Opel/Vauxhall and PSA have created a new opportunity to enhance the long-term performance of our respective companies by building on the success of our prior alliance", said Mary T. Barra, GM chairman and chief executive officer.

"For GM, this represents another major step in the ongoing work that is driving our improved performance and accelerating our momentum. We are reshaping our company and delivering consistent, record results for our owners through disciplined capital allocation to our higher-return investments in our core automotive business and in new technologies that are enabling us to lead the future of personal mobility.

"We believe this new chapter puts Opel and Vauxhall in an even stronger position for the long term and we look forward to our participation in the future success and strong value-creation potential of PSA through our economic interest and continued collaboration on current and exciting new projects," Ms. Barra concluded.

Strengthens Each Company for the Long Term

The transaction will allow substantial economies of scale and synergies in purchasing, manufacturing and R&D. Annual synergies of €1.7 Bn are expected by 2026 – of which a significant part is expected to be delivered by 2020, accelerating Opel/Vauxhall's turnaround. Leveraging the successful partnership with GM, PSA expects Opel/Vauxhall to reach a recurring operating margin[3] of 2% by 2020 and 6% by 2026, and to generate a positive operational free cash flow[4] by 2020.

PSA, together with BNP Paribas, will also acquire all of GM Financial's European operations through a newly formed 50%/50% joint venture that will retain GM Financial's current European platform and team. This joint venture will be fully consolidated by BNP Paribas and accounted under the equity method by PSA.

The transaction is another step in GM's ongoing work to transform the company, which has delivered three years of record performance and a strong 2017 outlook, and returned significant capital to shareholders. It will strengthen GM's core business, support its continued deployment of resources to higher-return opportunities including in advanced technologies driving the future, and unlock significant value for shareholders.

By immediately improving EBIT-adjusted, EBIT-adjusted margins and adjusted automotive free cash flow and de-risking the balance sheet, the transaction will enable GM to lower the cash balance requirement under its capital allocation framework by $2 Bn, which it intends to use to accelerate share repurchases, subject to market conditions.

3 IFRS. Subject to full review of US GAAP – IFRS differences

4 Defined as recurring operating income + D&A – restructuring costs – capex – capitalized R&D – change in working capital

GM will also participate in the future success of the combined entity through its ownership of warrants to purchase shares of PSA. GM and PSA also expect to collaborate in the further deployment of electrification technologies and existing supply agreements for Holden and certain Buick models will continue, and PSA may potentially source long-term supply of fuel cell systems from the GM/Honda joint venture.

See additional information on following page

Additional Information

Terms of the Agreement

Opel/Vauxhall automotive operations will be acquired by PSA for €1.3 Bn. GM Financial's European operations will be jointly acquired by PSA and BNP Paribas for 0.8 times their pro forma book value at the closing of the transaction, or approximately €0.9 Bn.

The transaction has a total value of €2.2 Bn, for Opel/Vauxhall automotive operations and 100% of GM Financial's European operations.

The transaction value for PSA, including Opel/Vauxhall and 50% of GM Financial's European operations, will be €1.8 Bn.

In connection with this transaction, GM or its affiliates will subscribe warrants for €0.65 Bn. These warrants have a nine-year maturity and are exercisable at any time in whole or in part commencing 5 years after the issue date, with a strike price of €1. Based on a reference price of €17.34 for the PSA share[5], the warrants correspond to 39.7 MM shares of PSA, or 4.2% of its fully diluted share capital[6]. GM will not have governance or voting rights with respect to PSA and has agreed to sell the PSA shares received upon exercise of the warrants within 35 days after exercise.

The transaction includes all of Opel/Vauxhall's automotive operations, comprising Opel and Vauxhall brands, six assembly and five component-manufacturing facilities, one engineering center (Rüsselsheim) and approximately 40,000 employees. GM will retain the engineering center in Torino, Italy.

Opel/Vauxhall will also continue to benefit from intellectual property licenses from GM until its vehicles progressively convert to PSA platforms over the coming years.

In connection with the transaction, GM will take a primarily non-cash special charge of $4.0-4.5 Bn.

Ongoing Pension Fund Commitments

All of Opel/Vauxhall's European and U.K. pension plans, funded and unfunded, with the exception of the German Actives Plan and selected smaller plans will remain with GM. The obligations with respect to the German Actives Plan and these smaller plans of Opel/Vauxhall will be transferred to PSA. GM will pay PSA €3.0 Bn for full settlement of transferred pension obligations.

5 Reference price is the 20-day volume-weighted average share price of PSA as of February 13th, 2017 (pre-leak of February 14th, 2017)

6 Based on 907 MM fully diluted shares outstanding

Closing Conditions

The transaction is subject to various closing conditions, including regulatory approvals and reorganizations, and is expected to close before the end of 2017.

Warrants

The issuance of the warrants is subject to the vote of shareholders at PSA's General Meeting of May 10th, 2017. The three main shareholders of PSA (the French State, the Peugeot family and DongFeng) representing in aggregate 36.6% of the share capital and 51.5%[7] of the voting rights of PSA have undertaken to vote in favor of the resolution related to the issuance of the warrants to GM. In the event the warrant issuance reserved to GM and its affiliates is not approved by PSA's General Meeting, PSA will settle the €0.65 Bn in cash over five years.

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About PSA Group

With sales and revenue of €54 billion in 2016, PSA Group designs unique automotive experiences and delivers mobility solutions that provide freedom and enjoyment to customers around the world. The Group has three car brands, Peugeot, Citroën and DS, as well as a wide array of mobility and smart services under its Free2Move brand, to meet the evolving needs and expectations of automobile users. The automobile manufacturer PSA is the European leader in terms of CO_2 emissions, with average emissions of 102.4 grams per kilometer in 2016, and an early innovator in the field of autonomous and connected cars, with 2.3 million such vehicles worldwide. It is also involved in financing activities through Banque PSA Finance and automotive equipment via Faurecia. Find out more at groupe-psa.com/en

[7] Based on a fully diluted number of shares outstanding of 907 MM shares, pro forma the exercise of all outstanding 2014 warrants

PSA Group Forward-Looking Statements

This press release includes forward-looking statements and information about the objectives of PSA Group, in particular, relating to the acquisition of GM's Opel/Vauxhall subsidiary and GM Financial's European operations, and corresponding expected synergies. These statements are sometimes identified by the use of the future tense or conditional mode, as well as terms such as "estimate", "believe", "have the objective of", "intend to", "expect", "result in", "should" and other similar expressions. It should be noted that the realization of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by PSA Group. These factors may include changes in the economic and geopolitical situation and more generally those detailed in Chapter 1.5 of the reference document filed with the Autorité des marchés financiers (the "AMF") on 24 March 2016 under no. D.16-0204.

About General Motors

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 currently sells vehicles under the Chevrolet, Cadillac, Baojun, Buick GMC, Holden, Jiefeng, 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.

CAUTION CONCERNING FORWARD LOOKING STATEMENTS

In this press release, and in reports GM subsequently files and has previously filed with the SEC on Forms 10-K and 10-Q and file or furnish on Form 8-K, and in related comments by GM's management, GM uses words like "anticipate," "appears," "approximately," "believe," "continue," "could," "designed," "effect," "estimate," "evaluate," "expect," "forecast," "goal," "initiative," "intend," "may," "objective," "outlook," "plan," "potential," "priorities," "project," "pursue," "seek," "should," "target," "when," "will," "would," or the negative of any of those words or similar expressions to identify forward-looking statements that represent GM's current judgment about possible future events. In making these statements GM relies on assumptions and analyses based on its experience and perception of historical trends, current conditions and expected future developments as well as other factors GM considers appropriate under the circumstances. GM believes these judgments are reasonable, but these statements are not guarantees of any events or financial results, and GM's actual results may differ materially due to a variety of important factors, both positive and negative. These factors, which may be revised or supplemented in subsequent reports on SEC Forms 10-Q and 8-K, include among others the following: (1) GM's ability to deliver new products, services and customer experiences in response to new participants in the automotive industry; (2) GM's ability to fund and introduce new and improved vehicle models that are able to attract a sufficient number of consumers; (3) the success of GM's full-size pick-up trucks and SUVs, which may be affected *by increases in the price of oil; (4) global automobile market sales volume, which can be volatile; (5) aggressive competition in China; (6) the international scale and footprint of GM's operations which exposes GM to a variety of domestic and foreign political, economic and regulatory risks, including the risk of changes in existing, the adoption of new, or the introduction of novel interpretations of, laws regulations, policies or other activities of governments, agencies and similar organizations particularly laws, regulations and policies relating to free trade agreements, vehicle safety including recalls, and, including such actions that may affect the production, licensing, distribution or sale of GM's products, the cost thereof or applicable tax rates; (7) GM's joint ventures, which GM cannot operate solely for its benefit and over which GM may have limited control; (8) GM's ability to comply with extensive laws and regulations applicable to its industry, including those regarding fuel economy and emissions; (9) costs and risks associated with litigation and government investigations including the potential imposition of damages, substantial fines, civil lawsuits and criminal penalties, interruptions of business, modification of business practices, equitable remedies and other sanctions against GM in connection with various legal proceedings and investigations relating to GM's various recalls; (10) GM's ability to comply with the terms of the Deferred Prosecution Agreement; (11) GM's ability to maintain quality control over its vehicles and avoid material vehicle recalls and the cost and effect on its reputation and products; (12) the ability of GM's suppliers to deliver parts, systems and components without disruption and at such times to allow GM to meet production schedules; (13) GM's dependence on its manufacturing facilities around the world; (14) GM's highly competitive industry, which is characterized by excess manufacturing capacity and the use of incentives and the introduction of new and improved vehicle models by its competitors; (15) GM's ability to realize production efficiencies and to achieve reductions in costs as GM implements operating effectiveness initiatives throughout its automotive operations; (16) GM's ability to successfully restructure its operations in various countries; (17) GM's ability to manage risks related to security breaches and other disruptions to its vehicles, information technology networks and systems; (18) GM's continued ability to develop captive financing capability through GM Financial; (19) significant increases in GM's pension expense or projected pension contributions resulting from changes in the value of plan assets, the discount rate applied to value the pension liabilities or mortality or other assumption changes; (20) significant changes in economic, political, regulatory environment, market conditions, foreign currency exchange rates or political stability in the countries in which GM operates, particularly China, with the effect of competition from new market entrants and in the United Kingdom with passage of a referendum to discontinue membership in the European Union; and (21) risks and uncertainties associated with the consummation of the sale of Opel/Vauxhall to the PSA Group, including satisfaction of the closing conditions and the PSA Group's realization of synergies in connection with the transaction.*

GM cautions readers not to place undue reliance on forward-looking statements. GM undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where GM is expressly required to do so by law.