

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Stapleton John P.</u>  (Last) (First) (Middle) 300 RENAISSANCE CENTER M/C: 482-C24-A68  (Street) DETROIT MI 48265  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/15/2020	3. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [ GM ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,388	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted Stock Units <sup>(1)</sup>	(1)	(1)	Common Stock 18,799	0.0	D	
Employee Stock Option (Right to Buy) <sup>(2)</sup>	(2)	07/28/2025	Common Stock 68,329	31.32	D	
Employee Stock Option (Right to Buy) <sup>(3)</sup>	(3)	06/07/2027	Common Stock 36,898	34.34	D	
Employee Stock Option (Right to Buy) <sup>(4)</sup>	(4)	02/11/2028	Common Stock 22,193	41.4	D	
Employee Stock Option (Right to Buy) <sup>(5)</sup>	(5)	02/13/2029	Common Stock 30,000	39	D	
Employee Stock Option (Right to Buy) <sup>(6)</sup>	(6)	02/12/2030	Common Stock 44,643	35.49	D	

**Explanation of Responses:**

- The Restricted Stock Units ("RSUs") reported in this item were awarded pursuant to the Company's 2017 Long-Term Incentive Plan. Of these RSUs, 1,255 will vest on April 1, 2021, and 17,544 will vest on October 1, 2021. Upon vesting, the RSUs will be settled in shares of the Company's common stock.
- These Stock Options were granted on July 28, 2015, under the Company's 2014 Long-Term Incentive Plan. Forty percent of the options became exercisable on February 15, 2017; the remaining 60% became exercisable in three equal installments on February 15, 2018, February 15, 2019, and February 15, 2020.
- These Stock Options were granted on June 7, 2017, under the Company's 2017 Long-Term Incentive Plan. The Options became exercisable in three equal installments. One-third became exercisable on February 14, 2018; one-third became exercisable on February 14, 2019; and one-third became exercisable February 14, 2020.
- These Stock Options were granted on February 13, 2018, under the Company's 2017 Long-Term Incentive Plan. One-third became exercisable on February 13, 2019; one-third became exercisable February 13, 2020; and one-third will become exercisable on February 13, 2021.
- These Stock Options were granted on February 13, 2019, under the Company's 2017 Long-Term Incentive Plan. One-third became exercisable on February 13, 2020; one-third will become exercisable on February 13, 2021; and one-third will become exercisable on February 13, 2022.
- These Stock Options were granted on February 12, 2020, under the Company's 2017 Long-Term Incentive Plan. One-third will vest on February 12, 2021; one-third will vest on February 12, 2022; and one-third will vest on February 12, 2023.

**Remarks:**

/s/ Tia Y. Turk, Attorney-in-Fact for Mr. Stapleton 08/24/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## POWER OF ATTORNEY

Effective August 15, 2020, I will be an officer of General Motors Company ("GM") and as such I will be required to file with the U.S. Securities and Exchange Commission ("SEC") one or more Forms 3, 4 and 5 under Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), and the rules promulgated by the SEC under Section 16, and Form 144 under Rule 144 promulgated by the SEC under the Securities Act of 1933, as amended ("Rule 144").

I appoint each of Rick E. Hansen, John S. Kim, Kristan L. Miller, and Tia Y. Turk as my attorney-in-fact to:

1. Do anything on my behalf that may be necessary or desirable to prepare, complete, and file Forms 3, 4, 5, or 144, or any amendment to those Forms, on a timely basis;
2. Execute such Forms or any amendments to those Forms for me in my name and file such Forms and amendments with the SEC and any stock exchange or similar authority as required by law or rule on my behalf; and
3. Take any other action in connection with those Forms or amendments that may be legally required or appropriate, in the opinion of the attorney-in-fact taking the action.

I give each attorney-in-fact the power and authority to do anything that is required or appropriate in using his or her powers as attorney-in-fact, to the extent that I could act if I were personally present, with full power of substitution. I agree to everything that these attorneys-in-fact (including any substitutes for them) do under this Power of Attorney that is consistent with its terms.

I acknowledge that complying with Section 16 and Rule 144 as they apply to me is my responsibility and that neither GM nor any of these attorneys-in-fact is assuming my responsibilities in that regard.

This Power of Attorney will remain in effect until I am no longer required to make filings under Section 16 or Rule 144, unless I inform these attorneys-in-fact in writing that I have revoked this Power, which I can do at any time.



John Stapleton

Date: AUG 12, 2020

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