
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) November 21, 2012

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))
-

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

Signature

Index to Exhibits

Press Release

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On November 21, 2012, General Motors Financial Company, Inc. ("GM Financial"), an indirect wholly owned subsidiary of General Motors Company ("GM"), entered into a Purchase and Sale Agreement (the "PSA") with Ally Financial Inc. ("Ally"), a Delaware corporation, to acquire Ally's auto finance and financial services operations in Europe and Latin America. Upon the terms and subject to the conditions set forth in the PSA, GM Financial will acquire Ally's equity interests in its top-level holding companies that comprise substantially all of Ally's auto finance and financial services business in Europe and Latin America (such entities, together with their direct and indirect subsidiaries to be transferred pursuant to the PSA, the "Target Companies"). Additionally, on November 21, 2012, GM Financial entered into a Share Transfer Agreement (the "STA") with Ally. Upon the terms and subject to the conditions set forth in the STA, GM Financial will acquire Ally's equity interest in GMAC-SAIC Automotive Finance Company Limited ("GMAC-SAIC"). GMAC-SAIC conducts auto finance and financial services business in China. Under the PSA and the STA, the purchase price for Ally's equity interests in the Target Companies and in GMAC-SAIC is approximately \$4.2 billion, subject to certain possible closing adjustments. A joint GM and GM Financial press release dated November 21, 2012, which is attached as Exhibit 99.1 and incorporated by reference, contains additional information with respect to the transactions.

The PSA and the STA contain representations, warranties and covenants customary for transactions of this nature. The PSA and the STA also contain indemnification obligations of each party with respect to breaches of representations, warranties and covenants and certain other specified matters. The closing of the transactions contemplated by the PSA and the STA is subject to satisfaction of the applicable closing conditions under the PSA and the STA, including obtaining applicable regulatory approvals and third-party consents and other customary closing conditions and is expected to close in stages throughout 2013. However, GM and GM Financial cannot predict with certainty whether or when the closing conditions will be satisfied or whether or when the transactions will be consummated.

The PSA contains certain termination rights for GM Financial and Ally, as the case may be, applicable upon, among other events and subject to certain exceptions, (i) the purchase having not been completed on or prior to July 1, 2014, (ii) a material breach by the other party that is not or cannot be cured within 45 days' notice of such breach, or (iii) the passage of 60 days after the issuance of a written denial in respect of certain required regulatory approvals and the exhaustion of all avenues of appeal.

The STA contains certain termination rights for GM Financial and Ally, as the case may be, applicable upon, among other events and subject to certain exceptions, (i) the purchase having not been completed on or prior to July 1, 2014, (ii) a material breach by the other party that is not or cannot be cured within 45 days' notice of such breach, or (iii) the denial of certain required regulatory approvals.

Ally has historically provided a majority of the financing for GM's dealers and a significant portion of the financing for its customers in the U.S. and Canada and other major international markets where it operates including through the operations that are the subject of these transactions. Historically, Ally has been GM's exclusive financing partner for incentivized retail financing programs in its major markets. Currently, GM owns 9.9% of the common equity of Ally through an independent trust.

The foregoing descriptions of the PSA and the STA do not purport to be complete and are qualified in their entirety by the provisions of the PSA and the STA, which will be filed by GM as exhibits to its Form 10-K for the year ending December 31, 2012.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

EXHIBITS

<u>Exhibit</u>	<u>Description</u>	<u>Method of Filing</u>
Exhibit 99.1	News Release Dated November 21, 2012	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/ NICK S. CYPRUS

Date: November 28, 2012

By: _____
Nick S. Cyprus
Vice President, Controller and Chief Accounting Officer

For Immediate Release: Wednesday, Nov. 21, 2012

Exhibit 99.1

GM Financial to Acquire Ally Financial's International Automotive Financing Operations

GM to contribute \$2 billion to GM Financial to fund purchase

DETROIT - General Motors Financial Company, Inc., (GM Financial) a wholly owned subsidiary of General Motors Co. (NYSE: GM), announced today that it is acquiring automotive financing operations in Latin America, Europe and China from Ally Financial Inc. (Ally).

“GM is entering the most aggressive rollout of new vehicles in its history and this acquisition will make us an even more formidable competitor by ensuring that competitive financing is available to our customers and dealers around the world,” said GM Senior Vice President and CFO Dan Ammann.

GM established GM Financial in 2010 to add captive financing capabilities in the United States and Canada in strategic and underserved segments. With the addition of Ally International Operations, GM Financial will be able to support GM customers and dealers in markets comprising about 80 percent of GM's global sales while earning strong risk-adjusted returns.

“The Ally International Operations have very strong underwriting and risk management, close relationships with GM dealers and an excellent customer service reputation,” said Dan Berce, president and CEO of GM Financial. “The addition of these businesses significantly strengthens GM Financial's core role, which is to support the sale of GM vehicles. The international operations leadership team will also transition to GM Financial, which will provide tremendous continuity for stakeholders and customers.”

The transaction includes operations in Brazil, Mexico, Colombia, Chile, Germany, the United Kingdom, France, Italy, Belgium, the Netherlands, Sweden, Switzerland and Austria. It also includes Ally's 40 percent interest in its Chinese joint venture GMAC-SAIC Automotive Finance Company.

To fund the purchase, GM expects to contribute approximately \$2 billion in cash to GM Financial to increase its equity and ensure an appropriate pro forma capital structure.

The purchase price for the acquired assets represents an approximately \$550 million premium to their book value. As result of the acquisition, GM Financial's assets will double to approximately \$33 billion and its liabilities, including consolidated debt, will increase to about \$27 billion compared with about \$12 billion today.

The transaction is expected to add \$300 million to \$400 million to GM Financial's annual earnings before taxes (EBT). This will bring GM Financial's pro forma annual EBT run rate to approximately \$1 billion. The transaction is expected to be completed in mid-2013, subject to regulatory approvals.

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's brands include Chevrolet and Cadillac, as well as Baojun, Buick, GMC, Holden, Isuzu, Jiefang, Opel, Vauxhall and Wuling. 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>.

About General Motors Financial Company

General Motors Financial Company, Inc. provides auto finance solutions through auto dealers across the United States and Canada. GM Financial has approximately 3,700 employees, over 809,000 customers and \$16.3 billion in assets. The Company is a wholly-owned subsidiary of General Motors Company and is headquartered in Fort Worth, Texas. For more information, visit www.gmfinancial.com.

CONTACTS:

Dave Roman
GM Media Relations
313-498-1735
dave.roman@gm.com

Randy Arickx
GM Investor Relations
313-268-7070
randy.c.arickx@gm.com

Chrissy Heinke
GM Financial Media Relations
817-302-7069
chrissy.heinke@gmfinancial.com

Susan Sheffield
GM Financial Investor Relations
817-302-7355
susan.sheffield@gmfinancial.com

GM 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” 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 liquidity and financing sources and an appropriate level of debt, including as required to fund our planned significant investment in new technology; the ability of our suppliers to timely deliver parts, components and systems; our ability to realize successful vehicle applications of new technology; the 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 and quarterly reports on Form 10-Q provides information about these and other factors, which we may revise or supplement in future reports to the SEC.

GMF Forward-Looking Statements

Except for the historical information contained herein, the matters discussed in this presentation include forward-looking statements that involve risks and uncertainties detailed from time to time in GMF's filings and reports with the Securities and Exchange Commission including the Company's annual report on Form 10-K for the year ended December 31, 2011. Such risks include - but are not limited to - changes in general economic and business conditions, GM's ability to sell new vehicles in the United States and Canada that we finance, interest rate fluctuations, our financial condition and liquidity, as well as future cash flows and earnings, competition, the effect, interpretation or application of new or existing laws, regulations, court decisions and accounting pronouncements, the availability of sources of financing, the level of net credit losses, delinquencies and prepayments on the loans and leases we originate, the prices at which used cars are sold in the wholesale auction markets, changes in business strategy, including acquisitions and expansion of product lines and credit risk appetite, and significant litigation. These forward-looking statements are based on the beliefs of GMF's management as well as assumptions made by and information currently available to GMF's management. Actual events or results may differ materially. It is advisable not to place undue reliance on any forward-looking statements. GMF undertakes no obligation to, and does not, publicly update or revise any forward-looking statements, except as required by federal securities laws, whether as a result of new information, future events or otherwise.

###