

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933****GENERAL MOTORS COMPANY**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)**3711**
(Primary Standard Industrial
Classification Code Number)**27-0756180**
(I.R.S. Employer
Identification No.)**300 Renaissance Center
Detroit, Michigan 48265-3000
(313) 556-5000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Nick S. Cyprus
Vice President, Controller and Chief Accounting Officer
General Motors Company
300 Renaissance Center
Detroit, Michigan 48265-3000
(313) 556-5000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies of all communications, including communications sent to agent for service, should be sent to:***Robert C. Shrosbree, Esq.**
General Motors Company
300 Renaissance Center
Detroit, Michigan 48265-3000
(313) 556-5000**Joseph P. Gromacki, Esq.**
William L. Tolbert, Jr., Esq.
Brian R. Boch, Esq.
Jenner & Block LLP
353 N. Clark Street
Chicago, Illinois 60654-3456
(312) 222-9350**Richard A. Drucker, Esq.**
Sarah E. Beshar, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-168919If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Series B mandatory convertible junior preferred stock, par value \$0.01 per share (2)	8,000,000	\$50	\$400,000,000	\$28,520
Common stock, par value \$0.01 per share	2,545,454 (3)	\$33	\$ 84,000,000	\$ 5,990

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

(2) In accordance with Rule 457(i) under the Securities Act, this registration statement also registers the shares of our common stock that are initially issuable upon conversion of the Series B preferred stock registered hereby. The number of shares of our common stock issuable upon such conversion is subject to adjustment upon the occurrence of certain events described herein and will vary based on the public offering price of the common stock registered hereby. Pursuant to Rule 416 under the Securities Act, the number of shares of our common stock to be registered includes an indeterminate number of shares of common stock that may become issuable upon conversion of the Series B preferred stock as a result of such adjustments.

(3) Represents common stock that may be issued as dividends on Series B preferred stock in accordance with the terms thereof.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-1 is being filed by General Motors Company, a Delaware corporation (the Company), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act). The contents of the Company's Registration Statement on Form S-1, as amended (File No. 333-168919), initially filed by the Company on August 18, 2010 and declared effective by the Securities and Exchange Commission on November 17, 2010 and all exhibits thereto, are incorporated by reference into this Registration Statement in their entirety and are deemed to be a part of this Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated herein by reference in accordance with Rule 439(b) of the Securities Act.

SIGNATURES

Pursuant to the requirements of the Securities Act, General Motors Company has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on November 17, 2010.

GENERAL MOTORS COMPANY

By: /s/ DANIEL F. AKERSON
 Name: Daniel F. Akerson
 Title: Chief Executive Officer (Principal Executive Officer)

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DANIEL F. AKERSON Daniel F. Akerson	Chief Executive Officer (Principal Executive Officer)	November 17, 2010
/s/ CHRISTOPHER P. LIDDELL Christopher P. Liddell	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	November 17, 2010
/s/ NICK S. CYPRUS Nick S. Cyprus	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	November 17, 2010
* Edward E. Whitacre, Jr.	Chairman of the Board	November 17, 2010
* David Bonderman	Director	November 17, 2010
* Erroll B. Davis, Jr.	Director	November 17, 2010
* Stephen J. Girsky	Director	November 17, 2010
* E. Neville Isdell	Director	November 17, 2010
* Robert D. Krebs	Director	November 17, 2010
* Philip A. Laskawy	Director	November 17, 2010

Signature	Title	Date
* _____ Kathryn V. Marinello	Director	November 17, 2010
* _____ Patricia F. Russo	Director	November 17, 2010
* _____ Carol M. Stephenson	Director	November 17, 2010
* _____ Cynthia A. Telles	Director	November 17, 2010

* The undersigned, by signing her name hereto, does execute this Registration Statement on behalf of the persons identified above pursuant to a power of attorney.

By: _____ /s/ ANNE T. LARIN
Anne T. Larin
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description of Documents</u>
5.1	Opinion of Robert C. Shrosbree, incorporated herein by reference to Exhibit 5.1 to Amendment No. 9 to the Registration Statement on Form S-1 (File No. 333-168919) of General Motors Company filed November 17, 2010
23.1	Consent of Deloitte & Touche LLP (General Motors Company)*
23.2	Consent of Deloitte & Touche LLP (Ally Financial Inc. fka GMAC Inc.)*
23.3	Consent of Robert C. Shrosbree (included in Exhibit 5.1)

* Filed herewith.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
AND REPORT ON SCHEDULE**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 7, 2010 (August 18, 2010 as to the effects of the retrospective adjustment of reportable segments described in Notes 3 and 33 and November 1, 2010 as to the effects of the stock split described in Note 3) relating to the consolidated financial statements of General Motors Company as of December 31, 2009 (Successor) and for the period July 10, 2009 through December 31, 2009 (Successor), and of General Motors Corporation as of December 31, 2008 (Predecessor), the period January 1, 2009 through July 9, 2009 (Predecessor) and each of the two years in the period ended December 31, 2008 (Predecessor) (Successor and Predecessor collectively, the Company) (which report expresses an unqualified opinion on the financial statements and includes explanatory paragraphs relating to: (a) the Successor's acquisition of substantially all of the assets and assumption of certain of the liabilities of the Predecessor in accordance with the Amended and Restated Master Sale and Purchase Agreement pursuant to Section 363(b) of the Bankruptcy Code and the Bankruptcy Court sale order dated July 5, 2009 and the resulting application of fresh-start reporting, which resulted in a lack of comparability between the financial statements of the Successor and the Predecessor; (b) the Predecessor's adoption of new or revised accounting standards and (c) a retrospective change in the Successor's reportable segments) and of our report dated April 7, 2010 relating to internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of General Motors Company's internal control over financial reporting because of a material weakness), such audit reports appearing in each respective prospectus included in Registration Statement No. 333-168919 on Form S-1, which is incorporated by reference into this Registration Statement.

Our audits of the consolidated financial statements referred to in our aforementioned report also included the financial statement schedule of the Company listed in Item 16(b) of Registration Statement No. 333-168919, which is incorporated by reference into this Registration Statement. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ DELOITTE & TOUCHE LLP

Deloitte & Touche LLP

Detroit, Michigan

November 17, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of General Motors Company of our report dated February 26, 2010 (August 6, 2010 as to Note 2, *Discontinued and Held-for-sale Operations* and Note 32, *Subsequent Events*, October 12, 2010 as to Note 33, *Supplemental Financial Information*), relating to the consolidated financial statements of Ally Financial Inc. (formerly GMAC Inc.) as of December 31, 2009 and 2008, and for each of the three years ended December 31, 2009, appearing in Exhibit 99.1 to Registration Statement No. 333-168919 on Form S-1, which is incorporated by reference into this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Deloitte & Touche LLP

Detroit, Michigan

November 15, 2010