
**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 31, 2011

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
(Company'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 (see General Instruction A.2. below):

- 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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 31, 2011, General Motors Holdings LLC (“GM Holdings”), a wholly-owned direct subsidiary of General Motors Company (“GM”), entered into an agreement with Delphi Automotive LLP (“Delphi”) to sell 1,750,000 Class A Membership Interests in Delphi (the “Transferred Membership Interests”) back to Delphi for \$3,791,400,000 in cash (the “Transaction”). The closing of the Transaction also occurred on March 31, 2011.

The Transferred Membership Interests represented 100% of GM’s direct or indirect equity interests in Delphi and 100% of Delphi’s Class A Membership Interests issued and outstanding. The Transaction also terminated any direct or indirect obligation of GM to loan Delphi up to \$500 million under a term loan facility established in October 2009 when Delphi was created and the Transferred Membership Interests were issued. Delphi had not borrowed under this loan facility. A press release announcing the sale of the Transferred Membership Interests is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

GM expects to record a gain of approximately \$1.6 billion in the first quarter of 2011. The proceeds will improve GM’s liquidity and be used for general corporate purposes.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

EXHIBITS

<u>Exhibits</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press release, dated March 31, 2011.	Attached as Exhibit

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 6, 2011

GENERAL MOTORS COMPANY
(Registrant)

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

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EXHIBITS

<u>Exhibits</u>	<u>Description</u>	<u>Method of Filing</u>
99.1	Press release, dated March 31, 2011.	Attached as Exhibit



For Release: March 31, 2011

**GM Announces Sale of its Stake in
Delphi Automotive for \$3.8 Billion**

DETROIT – General Motors Company (NYSE: GM) today announced the sale of its Class A Membership Interest in Delphi Automotive LLP (Delphi) back to Delphi for \$3.8 billion. GM acquired the Class A Membership Interest in October 2009 in conjunction with the creation of Delphi.

“We are systematically delivering on our commitment to strengthen and simplify our balance sheet,” said Dan Ammann, GM senior vice president and chief financial officer as of April 1.

GM will report a book gain of approximately \$1.6 billion in the first quarter of 2011 related to the sale. Earlier this month, GM sold its Ally Financial Series A preferred stock for \$1.0 billion in a registered public offering. The Ally transaction will result in a book gain of \$0.3 billion to be recorded in the first quarter of 2011.

About General Motors – General Motors, one of the world’s largest automakers, traces its roots back to 1908. With its global headquarters in Detroit, GM employs 202,000 people in every major region of the world and does business in more than 120 countries. GM and its strategic partners produce cars and trucks in 30 countries, and sell and service these vehicles through the following brands: Baojun, Buick, Cadillac, Chevrolet, GMC, Daewoo, Holden, Isuzu, Jiefang, Opel, Vauxhall, and Wuling. GM’s largest national market is China, followed by the United States, Brazil, the United Kingdom, Germany, Canada, and Italy. GM’s OnStar subsidiary is the industry leader in vehicle safety, security and information services. More information on the new General Motors can be found at www.gm.com.

CONTACT(S):

Jim Cain
GM Communications
313-667-7758 (office)
313-407-2843 (cell)
james.cain@gm.com

Reneé Rashid-Merem
GM Communications
313-665-3128 (office)
313-701-8560 (cell)
renee.rashid-merem@gm.com