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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549-1004**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) September 17, 2015

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**GENERAL MOTORS COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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**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)

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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))
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## ITEM 8.01 Other Events

On September 17, 2015, General Motors Company (“GM”) announced that it entered into a deferred prosecution agreement (the “DPA”) with the Office of the United States Attorney for the Southern District of New York (the “Office”). The DPA relates to the Office’s investigation into certain recalls announced in 2014 concerning ignition switches that could, under certain circumstances, unintentionally move from the “run” position to the “accessory” or “off” position with a corresponding loss of power, which could in turn prevent airbags from deploying in the event of a crash.

Under the DPA, GM consents to the filing of a two-count information (the “Information”) in the U.S. District Court for the Southern District of New York (the “Court”) charging GM with (1) a scheme to conceal material facts from a government regulator, in violation of Title 18, United States Code, Section 1001, and (2) wire fraud, in violation of Title 18, United States Code, Section 1343. GM is pleading not guilty to the charges made in the Information. Under the DPA, GM agrees to pay the United States \$900 million as a financial penalty and will record a charge for this amount in the three months ending September 30, 2015.

Pursuant to the DPA, the Office has agreed to recommend to the Court that prosecution of GM on the Information be deferred for three years. The Office has also agreed that, if GM is in compliance with all of its obligations under the DPA, the Office will, within 30 days after the expiration of the period of deferral (including any extensions thereto), seek dismissal with prejudice of the Information filed against GM. The DPA further provides that, in the event the Office determines during the period of deferral of prosecution (or any extensions thereof) that GM has violated any provision of the DPA, an extension of the period of deferral of prosecution of up to one additional year may be imposed in the sole discretion of the Office, but in no event will the total term of the deferral-of-prosecution period under the DPA exceed four years.

GM has agreed to retain an independent monitor (the “Monitor”) to review and assess GM’s policies, practices or procedures related to statements about motor vehicle safety, the provision of information to those responsible for recall decisions, recall processes, and addressing known defects in certified pre-owned vehicles. The Monitor’s authority will extend for a period of three years subject to early termination or extension. The Office has the authority to lengthen the Monitor’s term for up to one year if the Office determines GM has violated the DPA. Likewise, the Office may shorten the monitorship if the Office determines it is no longer necessary. GM will be required to pay the compensation and expenses of the Monitor and of the persons hired under his or her authority.

Over this same period, pursuant to the DPA, GM has also agreed to cooperate fully and actively with the Office, the Federal Bureau of Investigation, the Department of Transportation, the Office of the Special Inspector General for the Troubled Asset Relief Program, the National Highway Traffic Safety Administration, and any other agency of the government designated by the Office.

The DPA can be accessed at the U.S. Department of Justice website at [www.justice.gov](http://www.justice.gov). GM’s news release announcing its entry into the DPA is attached as Exhibit 99.1.

In addition, on September 17, 2015, GM announced it had reached a memorandum of understanding regarding settlement of claims that will potentially cover approximately 1,380 death and personal injury claimants who have lawsuits pending in the Multi District Litigation (“MDL”) in the United States District Court for the Southern District of New York, or who have otherwise asserted claims related to the ignition switch recall or certain other recalls announced in 2014.

Finally, on September 17, 2015, GM announced it had entered into a binding term sheet for the settlement of the putative shareholder class action filed in the United States District Court for the Eastern District of Michigan. Lead plaintiff, the New York State Teachers’ Retirement Fund System, alleged certain securities law violations in connection with the ignition-switch defect and the events leading up to the ignition-switch recalls announced beginning in February 2014. The final settlement of the matter remains subject to a formal agreement and court approval.

GM expects to record a \$575 million charge in the three months ending September 30, 2015 in connection with the settlements related to the shareholder class action and certain claims in the MDL.

GM’s news release announcing its entry into the settlements related to the shareholder class action and the certain claims in the MDL is attached as Exhibit 99.2.

Proceedings related to the ignition switch recall and other recalls, as previously disclosed in our Form 10-Q for the period ended June 30, 2015, are ongoing and new information or resolution of these matters could have a material adverse effect on our financial position, results of operations or cash flows beyond the amounts disclosed in this Form 8-K.

## Forward-Looking Statements

In this Form 8-K, our use of the words “plans,” “goals,” “expect,” “anticipate,” “possible,” “target,” “believe,” “commit,” “intend” “continue,” “may,” “would,” “could,” “should,” “project,” “appears,” “potential,” “projected,” “on track,” “upside,” “positioned,” “outlook” 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 may include: our ability to accurately assess estimates related to the above referenced contingencies, 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 and the cost and effect on our reputation of product recalls; our ability to maintain adequate financing sources, 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; overall strength and stability of our markets, particularly outside of North America and China; costs and risks associated with litigation and government investigations including those related to our various recalls; our ability to negotiate a successful new collective bargaining agreement with the UAW and avoid any costly work stoppage; our ability to remain competitive and our ability to continue to attract new customers, particularly for our new products. GM’s most recent reports on Form 10-K and Form 10-Q provide information about these and other factors, which we may revise or supplement in future reports to the Securities and Exchange Commission.

## 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 September 17, 2015 regarding entry into the DPA	Attached as Exhibit
Exhibit 99.2	News Release Dated September 17, 2015 regarding resolution of certain litigation matters	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)

Date: September 17, 2015

By: /s/ JILL E. SUTTON  
Jill E. Sutton  
Deputy General Counsel & Corporate Secretary



For Immediate Release: Thursday, Sept. 17, 2015

## **GM Reaches Agreement with U.S. Attorney's Office**

**DETROIT** - General Motors Co. (NYSE: GM) confirmed today that the company has reached a settlement in the form of a Deferred Prosecution Agreement with the U.S. Attorney's Office for the Southern District of New York regarding the company's handling of the ignition switch defect in certain older model vehicles.

"The mistakes that led to the ignition switch recall should never have happened. We have apologized and we do so again today," said GM CEO Mary Barra. "We have faced our issues with a clear determination to do the right thing both for the short term and the long term. I believe that our response has been unprecedented in terms of candor, cooperation, transparency and compassion."

GM Chairman Theodore M. Solso said, "GM's Board of Directors took swift action to investigate the ignition switch issue and we have fully supported management's efforts to regain the trust and confidence of customers and regulators, and to resolve the Justice Department's investigation. GM's Board and leadership recognize that safety is a foundational commitment, and the changes the company has made in the last 15 months have made it much stronger."

Under the Agreement, the U.S. Attorney's Office agrees to defer prosecution of charges against GM related to the ignition switch defect and recall for three years. If GM satisfies the terms of the Agreement, federal prosecutors will then seek dismissal of the charges with prejudice.

The Agreement includes a requirement that GM cooperate with the federal government and establish an independent monitor to review and assess the company's policies and procedures in certain discrete areas relating to safety issues and recalls. GM will also pay a \$900 million financial penalty associated with this Agreement and will record a charge for this amount in the third quarter.

The Agreement states that the government's decision to defer prosecution was based on the actions GM has taken to "demonstrate acceptance and acknowledgement of responsibility for its conduct," including:

- Conducting a swift and robust internal investigation
- Furnishing investigators with information and a continuous flow of unvarnished facts
- Providing timely and meaningful cooperation more generally in the government's investigation
- Terminating wrongdoers
- Establishing a full and independent victim compensation program that is expected to pay out more than \$600 million in awards

"Reaching an agreement with the Justice Department does not mean we are putting the issue behind us," Barra said. "Our mission has been to take the difficult lessons from this experience and use them to improve our company. We've come a long way and we will continue to build on our progress."

### **The Recall and GM's Response**

Following the ignition switch recalls in February and March 2014, GM pledged its full cooperation to authorities investigating the matter. GM's Board also retained former U.S. Attorney Anton Valukas to conduct an independent investigation.

In June 2014, the Valukas Report was provided to the National Highway Traffic Safety Administration, the U.S. Department of Justice, and members of both the U.S. House of Representatives and Senate. The results of the investigation were later made public.

Barra also discussed the Valukas Report with GM employees in a global town hall meeting, during which she said, "We aren't simply going to fix this and move on. We are going to fix the failures in our system... and we are going to do the right thing for the affected parties."

After the recall, GM began making far-reaching changes to its vehicle quality and safety organizations:

- Decisions about vehicle safety and recalls are now elevated to some of the highest levels of the company. GM created a new position, vice president, Global Vehicle Safety, with global responsibility for the development of GM vehicle safety systems, confirmation and validation of safety performance, as well as post-sale safety activities, including recalls.
- Approximately 200 employees joined the Global Safety organization in 2014, including more than 30 new safety investigators in North America whose roles are to help identify and quickly resolve potential safety issues.
- A data analytics team was created to search for emerging issues using internal and external sources, including those reported to NHTSA.
- The company created a "Speak up for Safety" program, designed to give employees and dealers an easy and consistent way to report potential vehicle or workplace safety issues, or suggest safety-related improvements.
- GM's Global Vehicle Engineering organization was reorganized to improve cross-system integration, deliver more consistent performance across vehicle programs, and address functional safety and compliance in vehicle development.
- GM has implemented new policies and procedures to expedite the repair of recalled vehicles, and to improve its certified pre-owned vehicle program.

The company also established the GM Ignition Compensation Claims Resolution Facility, which is independently administered by attorney Kenneth Feinberg. The facility was designed to settle claims brought by people who suffered physical injuries or lost family members in accidents that may have been related to the ignition switch. It has awarded settlements even to those whose claims involved contributory negligence, as well as claims that would have been barred by bankruptcy court rulings.

**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 sell vehicles under the Chevrolet, Cadillac, Baojun, Buick, GMC, Holden, Jiefang, 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>.

### **Forward-Looking Statements**

In this press release, our use of the words "plans," "goals," "expect," "anticipate," "possible," "target," "believe," "commit," "intend" "continue," "may," "would," "could," "should," "project," "appears," "potential," "projected," "on track," "upside," "positioned," "outlook" 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 may 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 and the cost and effect on our reputation of product recalls; our ability to maintain adequate financing sources, 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; overall strength

and stability of our markets, particularly outside of North America and China; costs and risks associated with litigation and government investigations including those related to our various recalls; our ability to negotiate a successful new collective bargaining agreement with the UAW and avoid any costly work stoppage; our ability to remain competitive and our ability to continue to attract new customers, particularly for our new products. GM's most recent reports on Form 10-K and Form 10-Q provide information about these and other factors, which we may revise or supplement in future reports to the Securities and Exchange Commission.

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**CONTACT:**

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For Release: Thursday, September 17, 2015

## GM Announces Resolution of Certain Civil Litigation

**DETROIT** - General Motors Co. (NYSE: GM) announced today it has settled certain civil actions against the company related to 2014 product recalls, including the ignition switch recall.

The first settlement resolves a shareholder class action filed in the United States District Court for the Eastern District of Michigan. In addition, the company has reached a memorandum of understanding potentially covering approximately 1,380 individual death and personal injury claimants. They include more than half of the personal injury plaintiffs who have lawsuits pending in the Multi-District Litigation (MDL) in the United States District Court for the Southern District of New York.

“The parties to these agreements have resolved difficult claims without the burden, expense, and uncertainty of litigation,” said Craig Glidden, GM executive vice president and general counsel.

As a result of these settlements, the company will record a charge of \$575 million in the third quarter.

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### Forward-Looking Statements

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