# 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 10, 2010

# **GENERAL MOTORS COMPANY**

(Exact Name of Registrant as Specified in its Charter)

000-53930 (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)

 $\begin{tabular}{ll} (313)\ 556-5000 \\ (Registrant's\ telephone\ number,\ including\ area\ code) \\ \end{tabular}$ 

Not Applicable

(Former name or former address, if changed since last report)

ek 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 isions:
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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On November 10, 2010, a news release was issued on the subject of third quarter 2010 consolidated earnings for General Motors Company (GM). The news release did not include certain financial statements, related footnotes and certain other financial information that will be filed with the Securities and Exchange Commission as part of GM's Quarterly Report on Form 10-Q. The news release and financial statements are incorporated as Exhibit 99.1.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

## **EXHIBITS**

ExhibitDescriptionMethod of FilingExhibit 99.1News Release Dated November 10, 2010 and Financial StatementsAttached as Exhibit

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## **SIGNATURES**

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: November 10, 2010 By:

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

/S/ NICK S. CYPRUS



For Release: November 10, 2010, 7:30 a.m. ET

## **GM Announces Third Quarter 2010 Results**

## GM achieves third consecutive quarter of profitability and positive cash flow

Net income of \$2.0 billion, earnings per share of \$1.20

DETROIT, Mich. – General Motors Company today announced that for the third quarter ending September 30, 2010, the company generated:

- Revenue of \$34.1 billion
- Net income attributable to common stockholders of \$2.0 billion
- Earnings per share on a fully diluted basis and adjusted for 3-1 stock split of \$1.20
- Earnings before interest and tax (EBIT) of \$2.3 billion
- Net cash flow from operating activities of \$2.6 billion
- Free cash flow of \$1.4 billion

"As demonstrated by our third consecutive quarter of profitability and positive cash flow, these results continue our significant progress," said Chris Liddell, vice chairman and chief financial officer.

GM North America had EBIT in the third quarter 2010 of \$2.1 billion, up from \$1.6 billion in the second quarter. GM Europe had a loss before interest and taxes of \$0.6 billion, down from a loss of \$0.2 billion in the second quarter. GM International Operations posted EBIT of \$0.6 billion, down from \$0.7 billion in the second quarter.

Net cash flow from operating activities was \$2.6 billion and after adjusting for capital expenditures of \$1.2 billion, free cash flow was \$1.4 billion.

GM expects to also report positive EBIT for the fourth quarter, albeit at a significantly lower run rate than each of the first three quarters, and profitable year-end results for calendar year 2010.

#### **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 208,000 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 31 countries, and sell and service these vehicles through the following brands: Buick, Cadillac, Chevrolet, FAW, GMC, Daewoo, Holden, Jiefang, Opel, Vauxhall and Wuling. GM's largest national market is China, followed by the United States, Brazil, Germany, the United Kingdom, Canada, and Italy. GM's OnStar subsidiary is the industry leader in vehicle safety, security and information services. General Motors acquired operations from General Motors Corporation on July 10, 2009, and references to prior periods in this and other press materials refer to operations of the old General Motors Corporation. More information on the new General Motors can be found at <a href="https://www.gm.com">www.gm.com</a>.

### **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 planning significant investment in new technology; our ability to realize successful vehicle applications of new technology; 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 report on Form 10-Q provides information about these and other factors, which we may revise or supplement in future reports to the SEC.

#### Contacts:

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#### Exhibit 1

## General Motors Company and Subsidiaries Supplemental Material

(Unaudited)

The accompanying tables and charts for securities analysts include earnings before interest and taxes (EBIT), adjusted EBIT and free cash flow which are not prepared in accordance with Accounting Principles Generally Accepted in the United States of America (U.S. GAAP) and have not been audited or reviewed by GM's independent auditors. EBIT, adjusted EBIT and free cash flow are considered non-GAAP financial measures.

Management believes these non-GAAP financial measures provide meaningful supplemental information regarding GM's operating results because they exclude amounts that management does not consider part of operating results when assessing and measuring the operational and financial performance of the organization. Management believes these measures allow it to readily view operating trends, perform analytical comparisons, benchmark performance among geographic regions and assess whether GM's plan to return to sustained profitability is on target. Accordingly, GM believes these non-GAAP financial measures are useful in allowing for greater transparency of GM's core operations and they are therefore used by management in its financial and operational decision-making.

While management believes that these non-GAAP financial measures provide useful information, they are not operating measures under U.S. GAAP and there are limitations associated with their use. GM's calculation of these non-GAAP financial measures may not be completely comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result, the use of these non-GAAP financial measures has limitations and should not be considered in isolation from, or as a substitute for, other measures such as Net income or Net income attributable to common stockholders. Due to these limitations, these non-GAAP financial measures are used as a supplement to U.S. GAAP measures.

The following table summarizes the reconciliation of EBIT to its most comparable U.S. GAAP measure (dollars in millions):

			Successor		
	e Months	Ni	ne Months	ee Months	e Months
	inded ber 30, 2010	Sente	Ended mber 30, 2010	Ended e 30, 2010	Ended ch 31, 2010
Operating segments				 <u> </u>	
GMNA(a)	\$ 2,125	\$	4,935	\$ 1,592	\$ 1,218
GME(a)(b)	(559)		(1,196)	(160)	(477)
GMIO(a)(b)	646		2,484	672	1,166
Total operating segments	2,212		6,223	 2,104	1,907
Corporate and eliminations(b)	63		(91)	(71)	(83)
EBIT	2,275	_	6,132	2,033	1,824
Interest income	125		329	114	90
Interest expense	263		850	250	337
Income tax expense (benefit)	(25)		845	361	509
Net income attributable to stockholders	2,162		4,766	 1,536	1,068
Less: Cumulative dividends on preferred stock	203		608	202	203
Net income attributable to common stockholders	\$ 1,959	\$	4,158	\$ 1,334	\$ 865

<sup>(</sup>a) Interest and income taxes are recorded centrally in Corporate; therefore, there are no reconciling items for GM's operating segments between EBIT and Net income attributable to stockholders.

Note: A three-for-one stock split was approved by GM's stockholders and effected on November 1, 2010. All applicable Successor share, per share and related information on or subsequent to July 10, 2009 has been adjusted retroactively to give the effect of the three-for-one split. Additionally, GM's stockholders approved amendments to its Certificate of Incorporation on November 1, 2010 to increase the number of shares of common stock that GM is authorized to issue from 2,500,000,000 shares to 5,000,000,000 shares and to increase the number of preferred shares that GM is authorized to issue from 1,000,000,000 shares to 2,000,000,000 shares.

<sup>(</sup>b) In the three months ended June 30, 2010 GM changed its managerial reporting structure so that certain entities geographically located within Russia and Uzbekistan were transferred from GM's GME segment to GM's GMIO segment. GM has revised the segment presentation for all periods presented.

(Unaudited)

The following tables summarize the reconciliation of adjusted EBIT to EBIT and free cash flow to Net cash provided by operating activities (dollars in millions):

	Successor							
		ee Months Ended		e Months Ended		e Months Ended	Th	ree Months Ended
		iber 30, 2010		er 30, 2010(a)		2 30, 2010	Marc	zh 31, 2010(a)
Adjusted EBIT	\$	2,275	\$	6,009	\$	2,033	\$	1,701
Adjustments		<u> </u>		123				123
EBIT	\$	2,275	\$	6,132	\$	2,033	\$	1,824
	-		·				<u></u>	
Free Cash Flow(b)	\$	1,363	\$	5,207	\$	2,834	\$	1,010
Capital expenditures(b)		1,261		3,112		1,011		840
Net cash provided by (used in) operating activities(b)	\$	2,624	\$	8,319	\$	3,845	\$	1,850

<sup>(</sup>a) In the three months ended March 31, 2010 Adjustments included a gain of \$123 million as a result of the sale of Saab Automobile AB to Spyker Cars NV.

In the three months ended June 30, 2010 GM identified several items which had not been properly classified in GM's condensed consolidated statement of cash flows for the three months ended March 31, 2010. For the nine months ended September 30, 2010, GM has correctly presented these items in GM's condensed consolidated statement of cash flows and corrected the amounts presented for the three months ended March 31, 2010.

(Unaudited)

	S	uccessor	Combined	l GM and Old GM
	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2009
Production Volume (units in thousands)(a)				
GMNA - Cars	215	737	206	493
GMNA - Trucks	492	1,369	325	805
Total GMNA	707	2,106	531	1,298
GME	286	921	272	851
GMIO(b)(c)	1,111	3,418	910	2,433
Total Worldwide	2,104	6,445	1,713	4,582

- (a) Production volume represents the number of vehicles manufactured by GM and Old GM's assembly facilities and also includes vehicles produced by certain joint ventures.
- (b) Includes SGM joint venture production in China of 246,000 vehicles and 735,000 vehicles and SGMW, FAW-GM joint venture production in China and SAIC GM Investment Ltd. (HKJV) joint venture production in India of 321,000 vehicles and 1.1 million vehicles in the three and nine months ended September 30, 2010 and combined GM and Old GM SGM joint venture production in China of 191,000 vehicles and 473,000 vehicles and combined GM and Old GM SGMW and FAW-GM joint venture production in China of 290,000 vehicles and 817,000 vehicles in the three and nine months ended September 30, 2009.
- (c) The joint venture agreements with SGMW (34%) and FAW-GM (50%) allow for significant rights as a member as well as the contractual right to report SGMW and FAW-GM joint venture production in China.

(Unaudited)

	Succ	cessor		A and Old GM
	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2009
Vehicle Sales (units in				
thousands)(a)(b)(c)(d)				
United States				
Chevrolet – Cars	154	503	172	413
Chevrolet – Trucks	239	673	223	579
Cadillac	40	105	24	73
Buick	44	114	25	72
GMC	80	232	63	182
Other	1	12	84	227
Total United States	558	1,639	593	1,547
Canada, Mexico and Other	103	302	98	301
Total GMNA(e)	661	1,941	690	1,847
GME				
Opel/Vauxhall	272	881	299	944
Chevrolet	118	351	103	320
Other	1	6	6	26
Total GME(f)	391	1,238	409	1,290
GMIO				
Chevrolet	483	1,383	393	1,065
Buick	147	402	117	313
GM Daewoo	30	90	33	80
Holden	34	107	31	91
Wuling	272	909	262	754
FAW-GM	17	67	9	9
GMC	8	25	10	27
Cadillac	6	16	3	8
Other	15	43	14	43
Total GMIO(f)(g)(h)	1,014	3,041	872	2,389
Total Worldwide(f)	2,065	6,220	1,972	5,526

<sup>(</sup>a) Includes HUMMER, Saturn and Pontiac vehicle sales data.

<sup>(</sup>b) Includes Saab vehicle sales data through February 2010.

<sup>(</sup>c) Vehicle sales data may include rounding differences.

<sup>(</sup>d) Certain fleet sales that are accounted for as operating leases are included in vehicle sales at the time of delivery to the daily rental car companies.

<sup>(</sup>e) Vehicle sales primarily represent sales to the ultimate customer.

<sup>(</sup>f) Vehicle sales primarily represent estimated sales to the ultimate customer.

<sup>(</sup>g) Includes SGM joint venture vehicle sales in China of 262,000 vehicles and 713,000 vehicles and SGMW, FAW-GM joint venture vehicle sales in China and HKJV joint venture vehicle sales in India of 313,000 vehicles and 1.0 million vehicles in the three and nine months ended September 30, 2010 and combined GM and Old GM SGM joint venture vehicle sales in China of 195,000 vehicles and 473,000 vehicles and combined GM and Old GM SGMW and FAW-GM joint venture vehicle sales in China of 271,000 vehicles and 763,000 vehicles in the three and nine months ended September 30, 2009. GM does not record revenue from their joint ventures' vehicle sales.

<sup>(</sup>h) The joint venture agreements with SGMW (34%) and FAW-GM (50%) allow for significant rights as a member as well as the contractual right to report SGMW and FAW-GM joint venture vehicle sales in China.

(Unaudited)

	Succe	ssor	Combined GM	and Old GM
	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2009
Market Share(a)(b)				
United States – Cars	13.9%	14.6%	16.5%	16.5%
United States – Trucks	22.4%	22.6%	22.8%	22.6%
Total United States	18.3%	18.7%	19.4%	19.5%
Total GMNA(c)	17.7%	18.1%	18.7%	18.9%
Total GME(d)	8.9%	8.7%	9.0%	9.1%
Total GMIO(d)(e)(f)	10.3%	10.2%	10.3%	10.2%
Total Worldwide	11.5%	11.4%	11.8%	11.6%
U.S. Retail/Fleet Mix				
% Fleet Sales - Cars	33.4%	38.9%	29.8%	27.3%
% Fleet Sales - Trucks	21.9%	24.8%	21.2%	22.0%
Total Vehicles	26.1%	30.2%	25.1%	24.3%
GMNA Capacity Utilization(g)	90.1%	89.5%	53.3%	43.4%

- (a) Includes HUMMER, Saturn and Pontiac vehicle sales data.
- (b) Includes Saab vehicle sales data through February 2010.
- (c) Vehicle sales represent sales to the ultimate customer.
- (d) Vehicle sales primarily represent estimated sales to the ultimate customer.
- (e) Includes SGM joint venture vehicle sales in China of 262,000 vehicles and 713,000 vehicles and SGMW, FAW-GM joint venture vehicle sales in China and HKJV joint venture vehicle sales in India of 313,000 vehicles and 1.0 million vehicles in the three and nine months ended September 30, 2010 and combined GM and Old GM SGM joint venture vehicle sales in China of 195,000 vehicles and 473,000 vehicles and combined GM and Old GM SGMW and FAW-GM joint venture vehicle sales in China of 271,000 vehicles and 763,000 vehicles in the three and nine months ended September 30, 2009. GM does not record revenue from their joint ventures' vehicle sales.
- (f) The joint venture agreements with SGMW (34%) and FAW-GM (50%) allows for significant rights as a member as well as the contractual right to report SGMW and FAW-GM joint venture vehicle sales in China as part of global market share. These entities are not consolidated for financial reporting purposes. Income and losses related to these entities are recorded in Equity income (loss), net of tax.
- (g) Two shift rated, annualized.

		Successor	
	September 30, 2010		December 31, 2009
Worldwide Employment (thousands)			
GMNA(a)	106		103
GME(b)	41		50
GMIO(c)	62		62
Total Worldwide	209		215
United States — Salaried	26		26
United States — Hourly	53		51

<sup>(</sup>a) GM acquired AmeriCredit Corp. effective October 1, 2010, which was subsequently renamed General Motors Financial Company, Inc. (GM Financial). At September 30, 2010 GM Financial employed 3,000 employees in the United States and Canada. These employees were excluded from GM amounts because the date of acquisition was subsequent to September 30, 2010.

<sup>(</sup>b) Decrease in GME primarily relates to the sale of Saab, employees located within Russia and Uzbekistan transferred from GM's GME segment to GM's GMIO segment and restructuring initiatives in Germany, Spain, and the United Kingdom.

<sup>(</sup>c) GMIO includes a reduction of 2,400 employees due to the sale of GM's India Operations.

			Successor				<u></u>	Pre	edecessor	
	Three Mo			Months		10, 2009		1, 2009		y 1, 2009
	Ended September 3			ded er 30, 2010		rough oer 30, 2009		rough 9, 2009		ough 9, 2009
	September 3	0, 2010	Septembe	1 30, 2010	Septem	Jer 30, 2009	July	9, 2009	July	9, 2009
Worldwide Payroll (billions)	\$	3.2	\$	9.3	\$	2.9	\$	0.3	\$	6.2

## General Motors Company and Subsidiaries Condensed Consolidated Statements of Operations

(In millions, except per share amounts) (Unaudited)

		Successor		Predecessor					
		ee Months Ended nber 30, 2010		ne Months Ended nber 30, 2010	Ťl	10, 2009 hrough ber 30, 2009	July 1, 2009 Through July 9, 2009		uary 1, 2009 Through uly 9, 2009
Net sales and revenue	\$	34,060	\$	98,710	\$	25,147	\$ 1,637	\$	47,115
Costs and expenses									
Cost of sales		29,468		85,818		23,554	1,819		55,814
Selling, general and administrative expense		2,710		8,017		2,636	728		6,161
Other expenses (income), net		30		115		(40)	81		1,235
Total costs and expenses		32,208		93,950		26,150	2,628		63,210
Operating income (loss)		1,852		4,760		(1,003)	(991)		(16,095)
Equity in income of and disposition of interest in							, ,		
Ally Financial		_		_		_	_		1,380
Interest expense		(263)		(850)		(365)	(823)		(5,428)
Interest income and other non-operating income, net		258		802		454	19		852
Loss on extinguishment of debt		_		(1)		_	_		(1,088)
Reorganization gains, net						<u> </u>	129,312		128,155
Income (loss) before income taxes and equity income		1,847	· ·	4,711	·	(914)	127,517		107,776
Income tax expense (benefit)		(25)		845		(139)	(607)		(1,166)
Equity income, net of tax		351		1,165		204	15		61
Net income (loss)		2,223	· · · · · · · · · · · · · · · · · · ·	5,031	· · · · · · · · · · · · · · · · · · ·	(571)	128,139		109,003
Less: Net income (loss) attributable to noncontrolling									
interests		61		265		287	141		(115)
Net income (loss) attributable to stockholders		2,162		4,766		(858)	127,998		109,118
Less: Cumulative dividends on preferred stock		203		608		50	_		_
Net income (loss) attributable to common	,								
stockholders	\$	1,959	\$	4,158	\$	(908)	\$127,998	\$	109,118
Earnings (loss) per share			-					_	
Basic									
Net income (loss) attributable to common									
stockholders	\$	1.31	\$	2.77	\$	(0.73)	\$ 209.49	\$	178.63
Weighted-average common shares outstanding		1,500		1,500		1,238	611		611
Diluted									
Net income (loss) attributable to common									
stockholders	\$	1.20	\$	2.62	\$	(0.73)	\$ 209.38	\$	178.55
Weighted-average common shares outstanding		1,630		1,588		1,238	611		611

## General Motors Company and Subsidiaries Condensed Consolidated Balance Sheets

(In millions, except share amounts) (Unaudited)

		Succ		
ASSETS	Septe	ember 30, 2010	Dece	nber 31, 2009
Current Assets				
Cash and cash equivalents	\$	27,466	\$	22,679
Marketable securities	Ψ	6,010	Ψ	134
Total cash, cash equivalents and marketable securities		33,476		22,813
Restricted cash and marketable securities		1,323		13,917
Accounts and notes receivable (net of allowance of \$279 and \$250)		8,725		7,518
Inventories		13,044		10,107
Assets held for sale		15,044		388
Equipment on operating leases, net		2,942		2,727
Other current assets and deferred income taxes		2,074		1,777
Total current assets		61,584		59,247
Non-Current Assets		0.001		7.000
Equity in net assets of nonconsolidated affiliates		8,691		7,936
Assets held for sale		10.116		530
Property, net Goodwill		19,116		18,687
		30,556		30,672
Intangible assets, net		12,454		14,547
Other assets		4,837		4,676
Total non-current assets	<del> </del>	75,654		77,048
Total Assets	\$	137,238	\$	136,295
LIABILITIES AND EQUITY				
Current Liabilities				
Accounts payable (principally trade)	\$	22,137	\$	18,725
Short-term debt and current portion of long-term debt (including debt at GM Daewoo of \$1,072 at				
September 30, 2010)		5,621		10,221
Liabilities held for sale		_		355
Accrued expenses (including derivative liabilities at GM Daewoo of \$217 at September 30, 2010)		24,811		23,134
Total current liabilities		52,569		52,435
Non-Current Liabilities				
Long-term debt (including debt at GM Daewoo of \$798 at September 30, 2010)		2,945		5,562
Liabilities held for sale		_		270
Postretirement benefits other than pensions		8,721		8,708
Pensions		28,965		27,086
Other liabilities and deferred income taxes		13,322		13,279
Total non-current liabilities		53,953		54,905
Total Liabilities		106,522		107,340
Commitments and contingencies				
Preferred stock, \$0.01 par value (2,000,000,000 shares authorized, 360,000,000 shares issued and				
outstanding (each with a \$25.00 liquidation preference) at September 30, 2010 and December 31, 2009)		6,998		6,998
Equity		5,000		-,,
Common stock, \$0.01 par value (5,000,000,000 shares authorized, 1,500,000,000 shares issued and				
outstanding at September 30, 2010 and December 31, 2009)		15		15
Capital surplus (principally additional paid-in capital)		24,041		24,040
Accumulated deficit		(236)		(4,394
Accumulated other comprehensive income (loss)		(1,073)		1,588
Total stockholders' equity		22,747		21,249
Noncontrolling interests		971		708
		23,718		21,957
Total equity	Φ.		Φ.	
Total Liabilities and Equity	\$	137,238	\$	136,295