
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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): September 5, 2018

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) 667-1500
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

Today, General Motors Company (“GM”) announced that it launched an offering of senior unsecured fixed and floating rate notes. GM intends to use the net proceeds from the sale of the notes to refinance maturing debt, pre-fund certain mandatory contributions for its U.K. and Canada pension plans due in 2019 through 2021, and for other general corporate purposes. Subject to the successful consummation of the offering, GM intends to use approximately \$0.6 billion of the net proceeds from the sale of the notes to pre-fund certain mandatory non-US pension contributions. GM’s adjusted automotive free cash flow guidance, provided on July 25, 2018, assumed GM would make only mandatory pension contributions due in 2018 and, as a result, did not reflect the impact of prefunding non-US contributions. The underlying cash generation of the business for 2018 remains unchanged.

A copy of GM’s investor presentation in connection with the offering is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference.

The information furnished pursuant to this Current Report on Form 8-K (including Exhibit 99.1 hereto) shall not be considered “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing by GM under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as may be expressly set forth by specific reference in such filing.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K may include forward-looking statements. These statements are based on current expectations about possible future events and thus are inherently uncertain. Our actual results may differ materially from forward-looking statements due to a variety of factors, including: (1) our ability to deliver new products, services and experiences that attract new, and are desired by existing, customers and to effectively compete in autonomous, ride-sharing and transportation as a service; (2) sales of crossovers, SUVs and full-size pickup trucks; (3) our ability to reduce the costs associated with the manufacture and sale of electric vehicles; (4) the volatility of global sales and operations; (5) our significant business in China which subjects us to unique operational, competitive and regulatory risks; (6) our joint ventures, which we cannot operate solely for our benefit and over which we may have limited control; (7) changes in government leadership and laws (including tax laws and regulations), economic tensions between governments and changes in international trade policies, new barriers to entry and changes to or withdrawals from free trade agreements, changes in foreign exchange rates, economic downturns in foreign countries, differing local product preferences and product requirements, compliance with U.S. and foreign countries’ export controls and economic sanctions, differing labor laws and regulations and difficulties in obtaining financing in foreign countries; (8) our dependence on our manufacturing facilities; (9) the ability of suppliers to deliver parts, systems and components without disruption and on schedule; (10) prices of raw materials; (11) our highly competitive industry; (12) the possibility that competitors may independently develop products and services similar to ours despite our intellectual property rights; (13) security breaches and other disruptions to our vehicles, information technology networks and systems; (14) compliance with laws and regulations applicable to our industry, including those regarding fuel economy and emissions; (15) costs and risks associated with litigation and government investigations; (16) compliance with the terms of the Deferred Prosecution Agreement; (17) the cost and effect on our reputation of product safety recalls and alleged defects in products and services; (18) our ability to successfully and cost-efficiently restructure operations in various countries, including Korea, with minimal disruption to our supply chain and operations, globally; (19) our ability to realize production efficiencies and to achieve reductions in costs; (20) our ability to develop captive financing capability through GM Financial; (21) significant increases in pension expense or projected pension contributions; and (22) our ability to consummate the offering and our use of the proceeds therefrom as described above. A further list and description of these risks, uncertainties and other factors can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our subsequent filings with the U.S. Securities and Exchange Commission. GM cautions readers not to place undue reliance on forward-looking statements. GM undertakes no obligation to update publicly or otherwise revise any forward-looking statements.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|---------------------------------------|
| Exhibit 99.1 | Investor Presentation |

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)

By: /s/ Rick E. Hansen
Assistant General Counsel and
Corporate Secretary

Date: September 5, 2018



GENERAL MOTORS

**FIXED INCOME
INVESTOR
PRESENTATION**

September 2018

INFORMATION RELEVANT TO THIS PRESENTATION

Cautionary Note on Forward-Looking Statements: This presentation and related comments by management may include forward-looking statements. These statements are based on current expectations about possible future events and thus are inherently uncertain. Our actual results may differ materially from forward-looking statements due to a variety of factors, including: (1) our ability to deliver new products, services and experiences that attract new, and are desired by existing, customers and to effectively compete in autonomous, ride-sharing and transportation as a service; (2) sales of crossovers, SUVs and full-size pick-up trucks; (3) our ability to reduce the costs associated with the manufacture and sale of electric vehicles; (4) the volatility of global sales and operations; (5) our significant business in China which subjects us to unique operational, competitive and regulatory risks; (6) our joint ventures, which we cannot operate solely for our benefit and over which we may have limited control; (7) changes in government leadership and laws (including tax laws and regulations), economic tensions between governments and changes in international trade policies, new barriers to entry and changes to or withdrawals from free trade agreements, changes in foreign exchange rates, economic downturns in foreign countries, differing local product preferences and product requirements, compliance with U.S. and foreign countries' export controls and economic sanctions, differing labor laws and regulations and difficulties in obtaining financing in foreign countries; (8) our dependence on our manufacturing facilities; (9) the ability of suppliers to deliver parts, systems and components without disruption and on schedule; (10) prices of raw materials; (11) our highly competitive industry; (12) the possibility that competitors may independently develop products and services similar to ours despite our intellectual property rights; (13) security breaches and other disruptions to our vehicles, information technology networks and systems; (14) compliance with laws and regulations applicable to our industry, including those regarding fuel economy and emissions; (15) costs and risks associated with litigation and government investigations; (16) compliance with the terms of the Deferred Prosecution Agreement; (17) the cost and effect on our reputation of product safety recalls and alleged defects in products and services; (18) our ability to successfully and cost-efficiently restructure operations in various countries, including Korea, with minimal disruption to our supply chain and operations, globally; (19) our ability to realize production efficiencies and to achieve reductions in costs; (20) our ability to develop captive financing capability through GM Financial; (21) significant increases in pension expense or projected pension contributions; and (22) our ability to consummate the offering and our use of the proceeds therefrom as described herein. A further list and description of these risks, uncertainties and other factors can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our subsequent filings with the U.S. Securities and Exchange Commission (the "SEC"). GM cautions readers not to place undue reliance on forward-looking statements. GM undertakes no obligation to update publicly or otherwise revise any forward-looking statements.

Non-GAAP Financial Measures: See our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and our subsequent filings with the SEC for a description of certain non-GAAP measures used in this presentation, including EBIT-adjusted, Core EBIT-adjusted, EPS-diluted-adjusted, ETR-adjusted, ROIC-adjusted and adjusted automotive free cash flow, along with a description of various uses for such measures. Our calculation of these non-GAAP measures are set forth within these reports and the Select Supplemental Financial Information section of this presentation and may not be 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 measures has limitations and should not be considered superior to, in isolation from, or as a substitute for, related U.S. GAAP measures.

Basis of Presentation: The financial and operational information included in this presentation is presented on a continuing operations basis, unless otherwise indicated.

Additional Information: In this presentation and related comments by management, references to "record" or "best" performance (or similar statements) refer to General Motors Company, as established in 2009, on a continuing operations basis. In addition, certain figures included in the charts and tables in this presentation may not sum due to rounding.

The Company has filed a registration statement (including a preliminary prospectus supplement and an accompanying prospectus) with the SEC for the offering to which this presentation relates. Before you invest, you should read the prospectus in that registration statement and other documents that the Company has filed with the SEC, including the preliminary prospectus supplement, for more complete information about the Company and the offering. You may get these documents for free by visiting the SEC website at www.sec.gov. Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the preliminary prospectus supplement and the accompanying prospectus if you request it by contacting Barclays toll free at 888-603-5847.

AGENDA

Bond Offering Summary

Executing our Plan

Downside Protection

GENERAL MOTORS



OFFERING OVERVIEW

Summary of Terms

| | |
|---------------------------|--|
| Issuer: | General Motors Company |
| Issue: | Senior unsecured notes |
| Offering Format: | SEC Registered |
| Use of Proceeds: | Refinancing of maturing debt and other general corporate purposes Pre-funding certain mandatory non-U.S. pension contributions in Canada and the U.K. |
| Tenors: | Benchmark Offering |
| Significant Terms: | Refer to offering documents |
| Expected Ratings: | Consistent with outstanding senior notes |
| Active Joint Bookrunners: | Barclays; Deutsche Bank; Societe Generale |

USE OF PROCEEDS

Refinancing Debt Maturity

- Refinancing maturing senior unsecured notes (3.5% coupon issued in 2013)

Pension Contribution

- Pre-funding certain mandatory non-U.S. pension contributions in Canada and the U.K.
 - Reduces total pension underfunded status (\$14.1B as of YE 2017)
 - Total debt plus pension obligation remains largely unchanged as a result of the transaction
 - Pension contribution enhances financial flexibility over the next three years

AGENDA

Bond Offering Summary

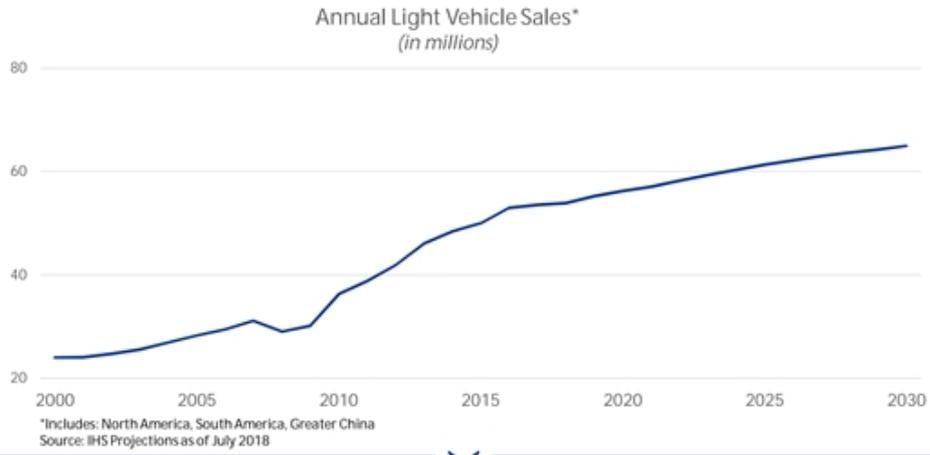
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GENERAL MOTORS



KEY MARKETS WE PARTICIPATE IN CONTINUE TO GROW



INDUSTRY OUTLOOK SUPPORTS EXPECTED GROWTH

STRONG PORTFOLIO CADENCE



UPCOMING LAUNCHES FOCUSED ON OUR HIGH-VALUE FRANCHISES

BUILDING ON THE INDUSTRY'S MOST SUCCESSFUL TRUCK FRANCHISE

Launching great lineup of distinct model trucks

All-new from the ground up

Bigger dimensions while lighter in weight

Increased crew cab and higher trim availability

Significant profit opportunity



SILVERADO AND SIERRA ARE WELL-POSITIONED WITH A FRESH, BROAD PORTFOLIO

FOCUSED ON ELECTRIFICATION

20 YEARS OF EXPERIENCE
with EV development

STRONG
Chevrolet Bolt EV
performance

**ALL-NEW
PLATFORM**
will accommodate multiple
segments and vehicles

**OPTIMIZED AND FLEXIBLE
BATTERY PACK**
to lower cost

COMMITMENT
to promote EV adoption and infrastructure

WELL-POSITIONED TO LEAD IN ELECTRIFICATION

GENERAL MOTORS



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FOCUSED ON FOUR IMPORTANT THEMES FOR AV DEPLOYMENT

SAFETY

SCALABILITY

COMPLEX URBAN ENVIRONMENTS

RATE OF ITERATION

*BASED OFF CURRENT
RATE OF ITERATION WE EXPECT
COMMERCIALIZATION IN 2019*

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OUR DISCIPLINED CAPITAL ALLOCATION FRAMEWORK

Reinvest in business to drive growth and 20+% ROIC-adj.

\$18B target cash

Investment grade balance sheet

STRONG INVESTMENT GRADE BALANCE SHEET

| \$B | June 30, 2018 | Target Auto Level |
|---|---------------|-------------------|
| Liquidity | | |
| Automotive Cash, Cash Equivalents and Marketable Securities | 16.0 | ~18 |
| GM Cruise Cash, Cash Equivalents and Marketable Securities | 2.0 | |
| Available Under Credit Facilities ¹ | 14.1 | |
| Available Liquidity | 32.1 | ~30-35 |
| Automotive Obligations | | |
| Debt | 13.8 | |
| U.S. Pension – Underfunded Status ² | 5.0 | |
| Non U.S. Pension – Underfunded Status ² | 7.3 | |
| Auto Debt + Underfunded Pension | 26.1 | ~25-30 |
| Unfunded OPEB ² | 6.2 | |

STRONG LIQUIDITY IN-LINE WITH \$30B - \$35B TARGET

GENERAL MOTORS

¹ Adjusted for \$0.4B letters of credit outstanding as of June 30, 2018

² June 2018 balance is rolled forward and does not reflect remeasurement (including change in discount rates)

Note: Totals may not add due to rounding

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WE ARE A MUCH DIFFERENT COMPANY TODAY THAN GENERAL MOTORS CORPORATION WAS IN 2007

| | 2007 ¹ | Today ² |
|---|-------------------|--------------------|
| U.S. Breakeven (SAAR Units) | ~16M | ~10-11M |
| Total Automotive Debt (\$B) | \$39 | \$14 |
| Net U.S. Pension + Global OPEB (\$B) obligation | \$49 | \$12 |

HIGH OPERATING LEVERAGE → LOW FINANCIAL LEVERAGE

WELL POSITIONED TO PERFORM THROUGH A U.S. 25% DOWNTURN

EXPECT TO:

Continue investment in critical technologies and products including adjacencies

Partially offset headwinds through reductions in non-product capital expenditures and cost efficiencies

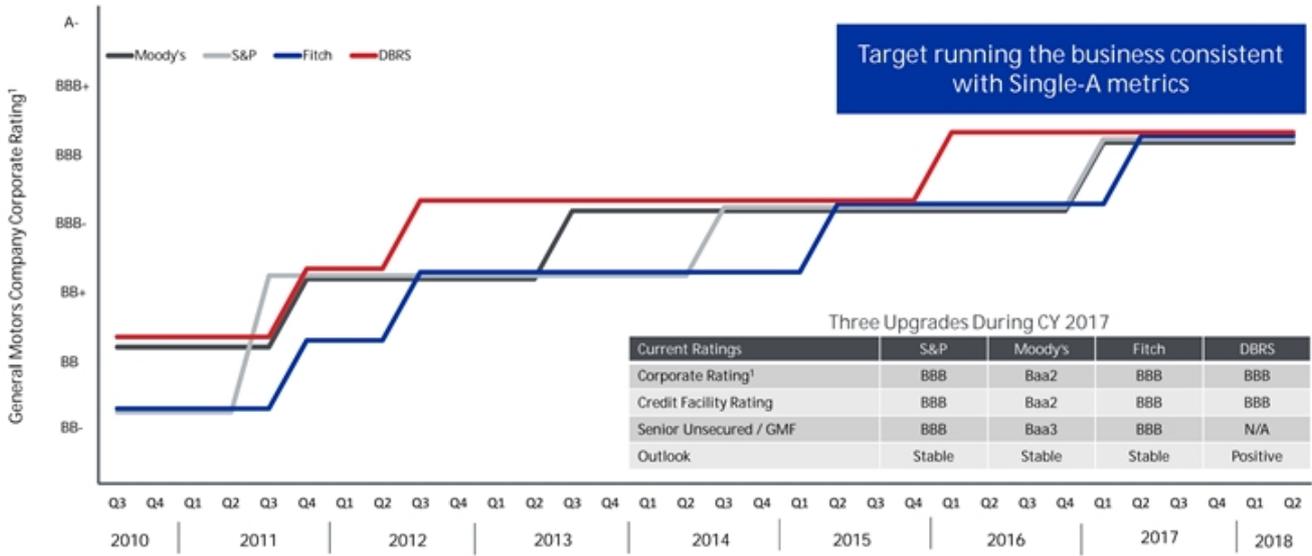
Generate positive Core EBIT-adj. both globally and in North America

Maintain current dividend and not draw on the Revolver

CONTINUE TO DELIVER THROUGH THE CYCLE



CREDIT RATING HISTORY



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