SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person* Canada GEN Investment Corp			R (N	2. Date of Event Requiring Statement (Month/Day/Year) 06/07/2010		3. Issuer Name and Ticker or Trading Symbol <u>General Motors Co</u> [NONE]						
(Last) (First) (Middle) 1235 BAY STREET, SUITE 400			_ 0			4. Relationship of Reporting Pers (Check all applicable) Director X	.,		5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person			
(Street) TORONTO A6 M5R 3K4			_			Officer (give title below)						
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)						2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Dire or Indirect (Instr. 5)	cṫ (D)	4. Nature of Indirect Beneficial Ownership (Instr. 5)			
Common Stock, par value \$0.01 per share						58,368,644	D ⁽¹⁾⁽²	2)				
Series A Preferred Stock, par value \$0.01 per share						16,101,695	D ⁽¹⁾	D ⁽¹⁾				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 4) 2. Date Expiration				2. Date Exerc Expiration Da (Month/Day/Y	ate	3. Title and Amount of Secur Underlying Derivative Securi	rity (Instr. 4) Conve or Exe		rcise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
				Date Exercisable	Expiratior Date	n Title	Amount or Number of Shares	Price c Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)		
1. Name and Address of Reporting Person [*] Canada GEN Investment Corp							·					
(Last)(First)(Middle)1235 BAY STREET, SUITE 400												
(Street) TORONTO A6 M5R 3K4			Κ4									
(City)	(State) (Zip)											
1. Name and Address of Reporting Person* Canada Development Investment Corp												
(Last)(First)(Middle)1235 BAY STREET, SUITE 400												
(Street) TORONTO A6 M5R 3K4												
(City) (State) (Zip)												

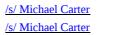
Explanation of Responses:

1. These securities are owned directly by Canada GEN Investment Corporation, which is a wholly-owned subsidiary of Canada Development Investment Corporation. Canada Development Investment Corporation is an indirect beneficial owner of the reported securities. Canada Development Investment Corporation is a Canadian federal Crown corporation, meaning that it is a business corporation established under the Canada Business Corporations Act, owned by the federal Government of Canada.

2. The Common Stock is subject to certain transfer restrictions set forth in the Stockholders Agreement dated as of October 15, 2009, by and among General Motors Company, 7176384 Canada Inc. (since renamed Canada GEN Investment Corporation) and the other parties thereto, included as Exhibit 10.8 to the Current Report on Form 8-K of General Motors Company filed with the Securities and Exchange Commission on November 16, 2009.

Remarks:

The reporting persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934, as amended. The reporting persons disclaim beneficial ownership of any securities deemed to be owned by the group that are not directly owned by such reporting persons. This report shall not be deemed an admission that any reporting person is a member of a group or the beneficial owner of any securities not directly owned by the reporting persons.



06/04/2010 06/04/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.