#### **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 9, 2011

#### **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) 556-5000 (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))

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#### ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On November 9, 2011 a news release was issued on the subject of third quarter 2011 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.

Charts furnished to securities analysts in connection with GM's third quarter 2011 earnings release are attached as Exhibit 99.2.

#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

#### **EXHIBITS**

Exhibits	<u>Description</u>	Method of Filing
Exhibit 99.1	News Release Dated November 9, 2011 and Financial Statements	Attached as Exhibit
Exhibit 99.2	Charts Furnished to Securities Analysts	Attached as Exhibit

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#### 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: November 9, 2011

By: /s/ NICK S. CYPRUS

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



For Release: Nov. 9, 2011, 7:30 a.m. EST

#### **GM Reports Net Income of \$1.7 Billion**

#### Net income of \$1.03 per share; EBIT-adjusted of \$2.2 billion

DETROIT – General Motors Co. (NYSE: GM) today announced third quarter net income attributable to common stockholders of \$1.7 billion, or \$1.03 per fully-diluted share. In the third quarter of 2010, GM's net income attributable to common stockholders was \$2.0 billion, or \$1.20 per fully-diluted share.

Net revenue increased \$2.6 billion to \$36.7 billion, compared with the third quarter of 2010. Earnings before interest and tax (EBIT) adjusted was \$2.2 billion, compared with \$2.3 billion in the third quarter of 2010. There were no special items in either period.

"GM delivered a solid quarter thanks to our leadership positions in North America and China, where we have grown both sales and market share this year. But solid isn't good enough, even in a tough global economy," said Dan Akerson, chairman and CEO. "Our overall results underscore the work we have to do to leverage our scale and further improve our margins everywhere we do business."

#### GM Results Overview (in billions except for per share amounts)

	Q3 2010	Q3 2011
Revenue	\$ 34.1	\$ 36.7
Net income attributable to common stockholders	\$ 2.0	\$ 1.7
Earnings per share (EPS) diluted	\$ 1.20	\$ 1.03
EBIT-adjusted	\$ 2.3	\$ 2.2
Special items	\$ 0	\$ 0
Automotive net cash flow from operating activities	\$ 2.6	\$ 1.8
Automotive free cash flow	\$ 1.4	\$ 0.3

- GM North America (GMNA) reported EBIT-adjusted of \$2.2 billion, an improvement of \$0.1 billion compared with the third quarter of 2010.
- · GM Europe (GME) reported an EBIT-adjusted loss of \$0.3 billion, an improvement of \$0.3 billion compared with the third quarter of 2010.
- GM International Operations (GMIO) reported EBIT-adjusted of \$0.4 billion, down \$0.1 billion from the third quarter of 2010.
- · GM South America (GMSA) reported breakeven results on an EBIT-adjusted basis, down \$0.2 billion from the third quarter of 2010.

For the quarter, automotive cash flow from operating activities was \$1.8 billion and automotive free cash flow was \$0.3 billion.

GM ended the quarter with very strong total automotive liquidity of \$38.8 billion. Automotive cash and marketable securities, including Canadian Health Care Trust restricted cash, was \$33.0 billion compared with \$33.8 billion at the end of the second quarter of 2011.

Based on current industry outlook, the company expects EBIT-adjusted results in the fourth quarter of 2011 will be similar to the fourth quarter of 2010 as a result of seasonal trends in North America and weakness in Europe. GM also expects to record a special item in the fourth quarter to recognize a \$800 million non-cash settlement gain related to a Canadian Health Care Trust settlement.

Calendar-year EBIT-adjusted for 2011 is expected to show solid improvement over 2010, as previously indicated. However, the company does not expect to achieve its target to break even on an EBIT-adjusted basis before restructuring charges in Europe, due to deteriorating economic conditions.

"GM continues to execute the plan we outlined for investors in 2010," said Dan Ammann, senior vice president and CFO. "That includes investing in our products, further strengthening our balance sheet, generating cash and profits each quarter, and maintaining our low break-even level. The next level of performance will come as we systematically eliminate complexity and cost throughout the organization."

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's brands include Chevrolet and Cadillac, as well as Baojun, Buick, GMC, Holden, Isuzu, Daewoo, Jiefang, Opel, Vauxhall and Wuling. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <a href="http://www.gm.com">http://www.gm.com</a>.

#### Contacts:

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#### 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 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; 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 reports on Form 10-Q provides information about these and other factors, which we may revise or supplement in future reports to the SEC.

#### 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), EBIT adjusted and Automotive 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, EBIT adjusted and Automotive 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 and benchmark performance among geographic regions. 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 their 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):

		nths Ended		iths Ended
	Septen	nber 30,		nber 30,
		2010	2011	2010
Operating segments				
GMNA(a)	\$2,195	\$2,125	\$7,342	\$ 4,935
GME(a)(b)	(292)	(559)	(580)	(1,196)
GMIO(a)(b)	365	516	1,418	1,928
GMSA(a)(b)	(44)	163	103	623
GM Financial(c)	178		452	
Total operating segments	2,402	2,245	8,735	6,290
Corporate and eliminations	(199)	30	(45)	(158)
EBIT(c)	2,203	2,275	8,690	6,132
Interest income	112	125	363	329
Automotive interest expense	101	263	405	850
Income tax expense (benefit)	107	(25)	183	845
Net income attributable to stockholders	2,107	2,162	8,465	4,766
Less: cumulative dividends on preferred stock	215	203	644	608
Less: undistributed earnings allocated to Series B Preferred Stock participating security	166	_	708	_
Net income attributable to common stockholders	<b>\$1,726</b>	<b>\$1,959</b>	\$7,113	\$ 4,158

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

<sup>(</sup>b) In the year ended December 31, 2010 GM changed its managerial and financial reporting structure so that certain entities geographically located within Russia and Uzbekistan were transferred from GM's GME segment to GM's GMIO segment and certain entities geographically located in Brazil, Argentina, Colombia, Ecuador, Venezuela, Bolivia, Chile, Paraguay, Peru and Uruguay were transferred from GM's GMIO segment to GM's newly created GMSA segment. GM has retrospectively revised the segment presentation for all periods presented.

<sup>(</sup>c) GM Financial amounts represent income before income taxes. GM Financial was not a subsidiary for the three and nine months ended September 30, 2010.

(Unaudited)

The following table summarizes the reconciliation of EBIT adjusted to EBIT (dollars in millions):

		Three Months Ended September 30,						ths Ended iber 30,
	2011	2010	2011	2010				
EBIT adjusted (a)	\$2,203	\$2,275	\$7,207	\$6,009				
Special items			1,483	123				
EBIT (a)	\$2,203	\$2,275	\$8,690	\$6,132				

a) GM Financial amounts included in EBIT and EBIT adjusted represent income before income taxes.

#### Special Items

In the nine months ended September 30, 2011 special items included:

- · Gain of \$1.6 billion in GMNA related to the sale of GM's Class A Membership Interests in Delphi Automotive LLP;
- Gain of \$339 million in Corporate related to the sale of 100% of the Ally Financial Preferred Stock;
- Impairment charge of \$395 million in GME related to goodwill; and
- Charge of \$106 million in GMIO related to GM's India joint venture.

In the nine months ended September 30, 2010 special items included a gain of \$123 million in GME related to the sale of Saab Automobile AB to Spyker Cars NV.

The following table summarizes the reconciliation of Automotive free cash flow to Automotive Net cash provided by operating activities (dollars in millions):

	Three Months Ended		Nine Mon	ths Ended
	Septen	nber 30,	Septen	ıber 30,
	2011	2010	2011	2010
Automotive				
Free cash flow	\$ 258	\$1,363	\$2,129	\$5,207
Capital expenditures	1,571	1,261	4,065	3,112
Net cash provided by operating activities	\$1,829	\$2,624	\$6,194	\$8,319

(Unaudited)

The following tables summarize selected data by segment (dollars in millions):

	GMNA	GME	GMIO	GMSA	Corp	orate	Elin	ninations	Au	Total tomotive		GM ancial	Elimi	nations	Total
Three Months Ended September 30, 2011															
Total net sales and revenue	\$21,884	\$ 6,151	\$ 6,294	\$ 4,418	\$	20	\$	(2,439)	\$	36,328	\$	391	\$	_	\$ 36,719
Depreciation, amortization and impairment of long-lived assets and finite-															
lived intangible assets	\$ 882	\$ 329	\$ 115	\$ 110	\$	11	\$	_	\$	1,447	\$	24	\$	_	\$ 1,471
Equity income, net of tax and gain on disposal of investments	\$ 1	\$ —	\$ 376	\$ —	\$	_	\$	_	\$	377	\$	_	\$	_	\$ 377
										Total	(	GM			
	GMNA	GME	GMIO	GMSA	Corp	orate	Elin	ninations		Total tomotive		GM ancial	Elimi	nations	Total
Nine Months Ended September 30, 2011	GMNA	GME	GMIO	GMSA	Corp	orate	Elin	ninations					Elimi	nations	<u>Total</u>
Nine Months Ended September 30, 2011 Total net sales and revenue	<b>GMNA</b> \$67,122	GME \$20,480	<b>GMIO</b> \$18,337	GMSA \$12,677	<u>Corp</u> \$	oorate 50	Elin \$	(7,396)					Elimi \$	nations —	Total \$112,286
					Corp \$		Elin \$		Au	tomotive		ancial	Elimi \$		
Total net sales and revenue					<u>Corp</u> \$		<u>Elin</u> \$		Au	tomotive		ancial	Elimi \$ \$		
Total net sales and revenue Depreciation, amortization and impairment of long-lived assets and finite-	\$67,122	\$20,480	\$18,337	\$12,677	<u>Corp</u> \$ \$ \$	50	<b>Elin</b> \$ \$ \$	(7,396)	Au	111,270		1,016	Elimi \$ \$ \$	_	\$112,286

(a) Includes a gain of \$1.6 billion in GMNA recorded on the sale of GM's Class A Membership Interests in Delphi Automotive LLP.

There Marsh, Fordal Control of 20, 2010	GMNA	GME	GMIO	GMSA	Corp	orate	Elin	ninations		Total tomotive	Total
Three Months Ended September 30, 2010	£21 402	¢ = C=7	£ F 101	¢ 2.000	¢.	22	e	(2.220)	e	24.000	£24.000
Total net sales and revenue	\$21,493	\$ 5,657	\$ 5,101	\$ 3,996	Þ	33	Э	(2,220)	Э	34,060	\$34,060
Depreciation, amortization and impairment of long-lived assets and finite-lived intangible assets	\$ 1,161	\$ 357	\$ 95	\$ 110	\$	15	\$	_	\$	1,738	\$ 1,738
Equity income, net of tax and gain on disposal of investments	\$ 22	\$ —	\$ 328	\$ —	\$	1	\$	_	\$	351	\$ 351
	GMNA	GME	GMIO	GMSA	Corp	orate	Elin	ninations		Total tomotive	Total
Nine Months Ended September 30, 2010								_		_	
Total net sales and revenue	\$61,045	\$17,162	\$15,417	\$10,928	\$	110	\$	(5,952)	\$	98,710	\$98,710
Depreciation, amortization and impairment of long-lived assets and finite-lived intangible assets	\$ 3,384	\$ 1,101	\$ 254	\$ 371	\$	81	\$		\$	5,191	\$ 5,191
Equity income (loss), net of tax and gain on disposal of investments	\$ 97	\$ 11	\$ 1,058	\$ (3)	\$	2	\$	_	\$	1.165	\$ 1.165

(Unaudited)

The following tables summarize worldwide employment and payroll:

	September 30, 2011	December 31, 2010
Worldwide Employment (in thousands)	<u></u>	
GMNA	100	96
GME	40	40
GMIO	34	32
GMSA	33	31
GM Financial	3	3
Total Worldwide	210	202
U.S. – Salaried	29	28
U.S. – Hourly	50	49
	Three Months	Nine Months

	Three M	<b>Jonths</b>	Nine M	onths
	Enc	led	End	ed
	Septem	September 30,		oer 30,
	2011	2010	2011	2010
Worldwide Payroll (in billions)	\$3.5	\$ 3.2	\$10.4	\$9.2

(Unaudited)

	Three M End		Nine M End	
	Septem		Septem	
	2011	2010	2011	2010
Production Volume (units in thousands)(a)				
GMNA – Cars	267	215	860	737
GMNA – Trucks	473	492	1,490	1,369
Total GMNA	740	707	2,350	2,106
GME	270	286	940	921
GMIO – Consolidated Entities	253	235	820	751
GMIO – Joint Ventures(b)	715	631	2,117	1,982
Total GMIO	968	866	2,937	2,733
GMSA	243	245	721	685
Total Worldwide	2,221	2,104	6,948	6,445

<sup>(</sup>a) (b)

Production volume includes vehicles produced by certain joint ventures.

The joint venture agreements with SGMW and FAW-GM 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)

		Three Months Ended September 30,				Months Ended ptember 30,	
	2011	2010(a)	2011	2010(a) (b)			
Vehicle Sales (units in thousands)(c)(d)(e)			· <u> </u>				
United States							
Chevrolet – Cars	183	154	613	503			
Chevrolet – Trucks	266	239	741	673			
Cadillac	37	40	113	105			
Buick	46	44	140	114			
GMC	108	80	295	232			
Other		1		12			
Total United States	641	558	1,902	1,639			
Canada, Mexico and Other	104	102	311	302			
Total GMNA	745	660	2,213	1,940			
GME							
Opel/Vauxhall	279	273	938	881			
Chevrolet	127	115	379	348			
Other	1	1	2	7			
Total GME	407	389	1,319	1,236			
GMIO							
Chevrolet	282	217	814	651			
Wuling	279	272	884	909			
Buick	170	147	495	402			
GM Daewoo	1	30	17	90			
Holden	35	34	102	107			
FAW-GM	12	17	42	67			
GMC	11	8	30	25			
Cadillac	9	6	26	16			
Other	17	12	47	34			
Total GMIO(f)(g)	816	745	2,457	2,301			
GMSA							
Chevrolet	276	265	792	731			
Other	1	2	7	9			
Total GMSA	277	268	799	740			
Total Worldwide	2,245	2,062	6,788	6,218			

Includes HUMMER, Saturn and Pontiac vehicle sales data.

- (b) Includes Saab Automobile AB (Saab) vehicle sales data through February 2010.
- (c) Vehicle sales data may not foot due to rounding differences.
- 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. (d)
- GMNA vehicle sales primarily represent sales to the ultimate customer. GME, GMIO and GMSA vehicle sales primarily represent estimated sales to the ultimate customer. In countries where end customer data is not readily available other data sources, such as wholesale volumes, are used to estimate vehicle sales.
- (f) Includes the following joint venture vehicle sales (units in thousands):

	Three I			
		Ended September 30,		nths Ended nber 30,
	2011 2010			2010
Joint venture sales in China			2011	
SGM	306	262	906	742
SGMW and FAW-GM	312	304	983	1,031
Joint venture sales in India				
HKJV	29	24	84	74

The joint venture agreements with SGMW and FAW-GM 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 as part of GM's global market share.

(Unaudited)

	Three Mont Septemb			nths Ended mber 30,
	2011	2010(a)	2011	2010(a)(b)
Market Share(c)(d)(e)				
United States – Cars	15.7%	13.9%	16.6%	14.6%
United States – Trucks	23.0%	22.4%	22.3%	22.6%
Total United States	19.7%	18.3%	19.6%	18.7%
Total GMNA	18.8%	17.7%	18.8%	18.1%
Total GME	8.8%	8.9%	8.8%	8.7%
Total GMIO(f)(g)	9.4%	8.7%	9.4%	8.8%
Total GMSA	18.7%	19.8%	18.9%	20.0%
Total Worldwide	12.0%	11.4%	11.9%	11.4%
U.S. Retail/Fleet Mix				
% Fleet Sales – Cars	29.9%	33.4%	32.9%	38.9%
% Fleet Sales – Trucks	24.9%	20.3%	25.1%	24.7%
Total Vehicles	27.3%	26.6%	29.3%	32.0%
GMNA Capacity Utilization(h)	92.6%	90.2%	98.1%	89.5%

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

(f) Includes the following joint venture vehicle sales (units in thousands):

	Three I			
	En	ded	Nine Mor	ths Ended
	Septem	iber 30,	September 30,	
	2011	2010	2011	2010
Joint venture sales in China				
SGM	306	262	906	742
SGMW and FAW-GM	312	304	983	1,031
Joint venture sales in India				
HKJV	29	24	84	74

<sup>(</sup>g) The joint venture agreements with SGMW and FAW-GM 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 as part of GM's global market share.

(h) Two shift rated.

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

<sup>(</sup>c) Market share information is based on vehicle sales volume.

<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) GMNA vehicle sales primarily represent sales to the ultimate customer. GME, GMIO and GMSA vehicle sales primarily represent estimated sales to the ultimate customer. In countries where end customer data is not readily available other data sources, such as wholesale volumes, are used to estimate vehicle sales.

#### General Motors Company and Subsidiaries Condensed Consolidated Income Statements (In millions) (Unaudited)

		nths Ended nber 30,	Nine Mont Septemb	
	2011	2010	2011	2010
Net sales and revenue				
Automotive sales and revenue	\$36,328	\$34,060	\$ 111,270	\$98,710
GM Financial revenue	391	_	1,016	_
Total net sales and revenue	36,719	34,060	112,286	98,710
Costs and expenses				
Automotive cost of sales	31,734	29,587	97,212	85,750
GM Financial operating and other expenses	212	_	563	_
Automotive selling, general and administrative expense	2,942	2,710	8,860	8,017
Other automotive expenses, net	25	30	50	115
Total costs and expenses	34,913	32,327	106,685	93,882
Goodwill impairment charges			395	
Operating income	1,806	1,733	5,206	4,828
Automotive interest expense	101	263	405	850
Interest income and other non-operating income, net	152	377	1,064	734
Loss on extinguishment of debt	35	_	45	1
Income before income taxes and equity income	1,822	1,847	5,820	4,711
Income tax expense (benefit)	107	(25)	183	845
Equity income, net of tax and gain on disposal of investments	377	351	2,903	1,165
Net income	2,092	2,223	8,540	5,031
Net (income) loss attributable to noncontrolling interests	15	(61)	(75)	(265)
Net income attributable to stockholders	\$ 2,107	\$ 2,162	\$ 8,465	\$ 4,766
Net income attributable to common stockholders	\$ 1,726	\$ 1,959	\$ 7,113	\$ 4,158

#### General Motors Company and Subsidiaries Basic and Diluted Earnings per Share

(Unaudited)

In the three and nine months ended September 30, 2011 GM was required to use the two-class method for calculating earnings per share as the applicable market value of our common stock was below \$33.00 per common share in the period ended September 30, 2011.

The following table summarizes basic and diluted earnings per share for three and nine months ended September 30, 2011 (in millions, except per share amounts):

		Basic	Dil	Diluted				
	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2011				
Net income attributable to common stockholders								
Net income attributable to stockholders	\$ 2,107	\$ 8,465	\$ 2,107	\$ 8,465				
Less: cumulative dividends on preferred stock and undistributed								
earnings allocated to Series B Preferred Stock participating								
security(a)	381	1,352	371	1,295				
Net income attributable to common stockholders	\$ 1,726	\$ 7,113	\$ 1,736	\$ 7,170				
Weighted-average shares outstanding								
Weighted-average common shares outstanding	1,562	1,524	1,562	1,524				
Dilutive effect of warrants	_	_	119	142				
Dilutive effect of restricted stock units	_	_	1	2				
Weighted-average common shares outstanding-diluted	1,562	1,524	1,682	1,668				
Earnings per share	\$ 1.10	\$ 4.67	\$ 1.03	\$ 4.30				

(a) Includes cumulative dividends on preferred stock of \$215 million and \$644 million in the three and nine months ended September 30, 2011. Earnings of \$166 million and \$708 million for the three and nine months ended September 30, 2011 have been allocated to the Series B Preferred Stock holders for the basic earnings per share calculation.

Earnings of \$156 million and \$651 million for the three and nine months ended September 30, 2011 have been allocated to the Series B Preferred Stock holders for the diluted earnings per share calculation.

The following table summarizes basic and diluted earnings per share for three and nine months ended September 30, 2010 (in millions, except per share amounts):

		Basic				Diluted	
	 Ended Ended		eptember 30,	Three Months Ended September 30 2010		Nine Montl Ended September 3 2010	
Net income attributable to common stockholders	 _	_				_	
Net income attributable to stockholders	\$ 2,162	\$	4,766	9	2,162	\$	4,766
Less: cumulative dividends on preferred stock	203		608		203		608
Net income attributable to common stockholders	\$ 1,959	\$	4,158	5	1,959	\$	4,158
Weighted-average shares outstanding		_					
Weighted-average common shares outstanding	1,500		1,500		1,500		1,500
Dilutive effect of warrants	_		_		130		88
Weighted-average common shares outstanding-diluted	 1,500	_	1,500	_	1,630	_	1,588
Earnings per share	\$ 1.31	\$	2.77	5	1.20	\$	2.62

#### General Motors Company and Subsidiaries Condensed Consolidated Balance Sheets (In millions, except share amounts) (Unaudited)

	Septe	ember 30, 2011	Dece	mber 31, 2010
ASSETS				
Automotive Current Assets	¢	20.207	¢	21.001
Cash and cash equivalents  Marketable securities	\$	20,297 11,680	\$	21,061 5,555
Accounts and notes receivable (net of allowance of \$332 and \$252)		10,512		8,699
Inventories		15,220		12,125
Equipment on operating leases, net		3,467		2,568
Other current assets and deferred income taxes		2,834		3,045
Total current assets		64,010		53,053
Automotive Non-current Assets		04,010		33,033
Equity in net assets of nonconsolidated affiliates		7,534		8,529
Property, net		21,556		19,235
Goodwill		28,605		30,513
Intangible assets, net		10,498		11,882
Other assets and deferred income taxes		3,969		4,754
Total non-current assets		72,162		74,913
Total Automotive Assets		136,172		127,966
GM Financial Assets		130,172		127,900
Finance receivables, net (including gross finance receivables transferred to SPEs of \$8,433 and \$7,156)		8,918		8,197
Restricted cash		1,124		1,090
Goodwill		1,124		1,090
Other assets (including leased assets, net transferred to SPEs of \$101 and \$0)		1,005		380
Total GM Financial Assets		12,325		10,932
Total Assets	\$	148,497	\$	138,898
LIABILITIES AND EQUITY				
Automotive Current Liabilities				
Accounts payable (principally trade)	\$	25,646	\$	21,497
Short-term debt and current portion of long-term debt (including certain debt at GM Korea of \$130 and \$70)		1,543		1,616
Accrued liabilities (including derivative liabilities at GM Korea of \$63 and \$111)		24,559		24,044
Total current liabilities		51,748		47,157
Automotive Non-current Liabilities				
Long-term debt (including certain debt at GM Korea of \$8 and \$835)		2,667		3,014
Postretirement benefits other than pensions		8,842		9,294
Pensions		18,684		21,894
Other liabilities and deferred income taxes		12,684		13,021
Total non-current liabilities	<u> </u>	42,877		47,223
Total Automotive Liabilities		94,625		94,380
GM Financial Liabilities				
Securitization notes payable		6,902		6,128
Credit facilities		553		832
Other liabilities		801		399
Total GM Financial Liabilities		8,256		7,359
Total Liabilities		102,881		101,739
Commitments and contingencies				
Equity				
Preferred stock, \$0.01 par value, 2,000,000,000 shares authorized:				
Series A (276,101,695 shares issued and outstanding (each with a \$25.00 liquidation preference) at September 30,				
2011 and December 31, 2010)		5,536		5,536
Series B (100,000,000 shares issued and outstanding (each with a \$50.00 liquidation preference) at September 30,				
2011 and December 31, 2010)		4,855		4,855
Common stock, \$0.01 par value (5,000,000,000 shares authorized, 1,564,366,673 shares issued and outstanding at				
September 30, 2011 and 1,500,136,998 shares issued and outstanding at December 31, 2010)		16		15
Capital surplus (principally additional paid-in capital)		26,330		24,257
Retained earnings		6,595		266
Accumulated other comprehensive income		1,412		1,251
Total stockholders' equity		44,744		36,180
Noncontrolling interests		872		979
Total Equity		45,616		37,159
Total Liabilities and Equity	\$	148,497	\$	138,898
A V	<u> </u>		<u> </u>	.,



# **General Motors Company**

Q3 2011 Results

November 9, 2011



### **Forward Looking Statements**

In this presentation 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 suppliers' ability to deliver parts, systems and components at such times to allow us to meet production schedules; our ability to maintain adequate liquidity and financing sources and an appropriate level of debt, including as required to fund our planned 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 reports on Form 10-Q provide information about these and other factors, which we may revise or supplement in future reports to the SEC.



# **Third Quarter 2011 Highlights**

	Q3 '11	F/(U) vs. Q3 '10
Global Deliveries	2.2M	
Net Revenue	\$36.7B	1
EBIT - Adj.	\$2.2B	-
- GMNA	\$2.2B	
- GME	\$(0.3)B	
- GMIO	\$0.4B	-
- GMSA	\$0.0B	-
Auto Free Cash Flow	\$0.3B	-



### **Third Quarter Highlights**

- Reached labor agreement with UAW
  - Maintains GM's low break-even level
  - Gives employees a direct stake in company's performance
  - Protects GM's balance sheet
- Corporate credit rating upgrades
- GM and SAIC agreement for the co-development of new electric vehicle architecture
- Agreement with LG to jointly design & engineer future electric vehicles
- Important product announcements Cadillac ELR,
   Chevy Colorado midsize pickup, Chevy Spark minicar,
   Spark EV (all electric), Chevy Trailblazer midsize SUV

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## **Summary of Q3 2011 Results**

	Q3 <u>2010</u>	Q3 <u>2011</u>
GAAP		
Net Revenue (\$B)	34.1	36.7
Operating Income (\$B)	1.7	1.8
Net Income to Common Stockholders (\$B)	2.0	1.7
EPS – Diluted (\$/Share)	1.20	1.03
Non- GAAP		
EBIT- Adj. (\$B)	2.3	2.2
Automotive Free Cash Flow (\$B)	1.4	0.3

Note: Starting Q4 2010, EBIT-Adj. includes GM Financial on an Earnings Before Tax (EBT) basis



# **Net Income Impact of Special Items**

	Q3	Q3
	<u>2010</u>	<u>2011</u>
Net Income to Common Stockholders (\$B)	2.0	1.7
EPS - Diluted (\$/Share)	1.20	1.03
Special Items Included (\$B):		
None	-	-
Total Impact of Special Items:		
Net Income to Common Stockholders (\$B)	-	-
EPS – Diluted (\$/Share)	-	-

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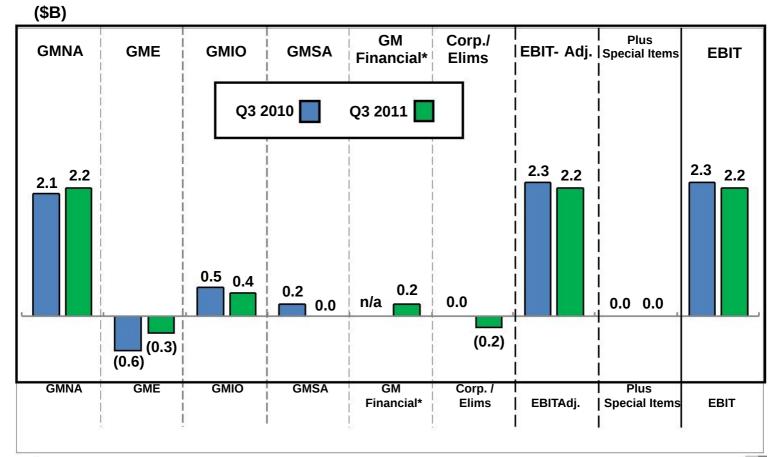
## Q3 Operating Income Walk to EBIT- Adj.

<u>(\$B)</u>	Q3 <u>2010</u>	Q3 <u>2011</u>
Operating Income	1.7	1.8
Equity Income	0.4	0.4
Non-Controlling Interests	(0.1)	0.0
Non-Operating Income	<u>0.3</u>	<u>0.0</u>
Earnings Before Interest & Taxes (EBIT)	2.3	2.2
Less Special Items	0.0	<u>0.0</u>
EBIT- Adj.	2.3	2.2

Note: Starting Q4 2010 EBIT & EBIT-Adj. include GM Financial on an Earnings Before Tax (EBT) basis



## Q3 EBIT & EBIT- Adj.

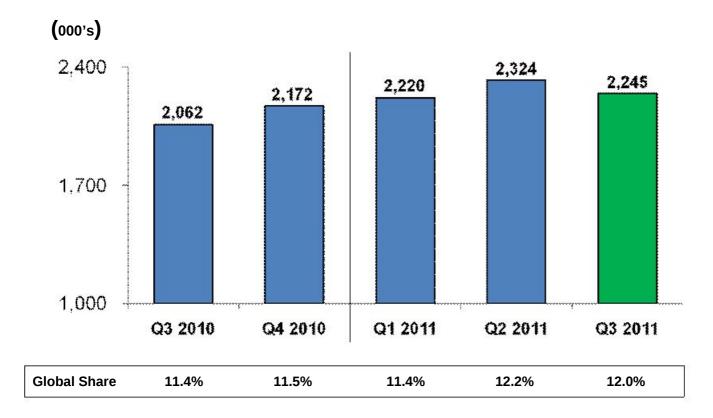


Note: Results may not foot due to rounding

\* GM Financial at an Earnings Before Tax basis (EBT)

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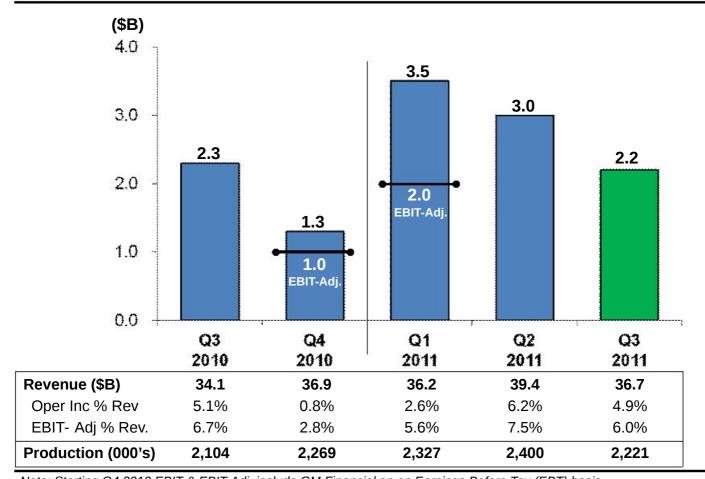
### **Global Deliveries**



GM deliveries & market share include vehicles sold around the world under GM and JV brands, and through GM-branded distribution network



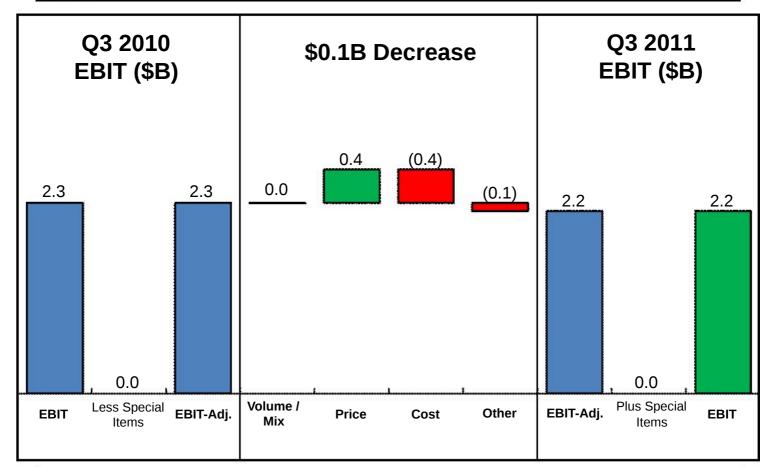
### **Earnings Before Interest & Taxes**



Note: Starting Q4 2010 EBIT & EBIT-Adj. include GM Financial on an Earnings Before Tax (EBT) basis

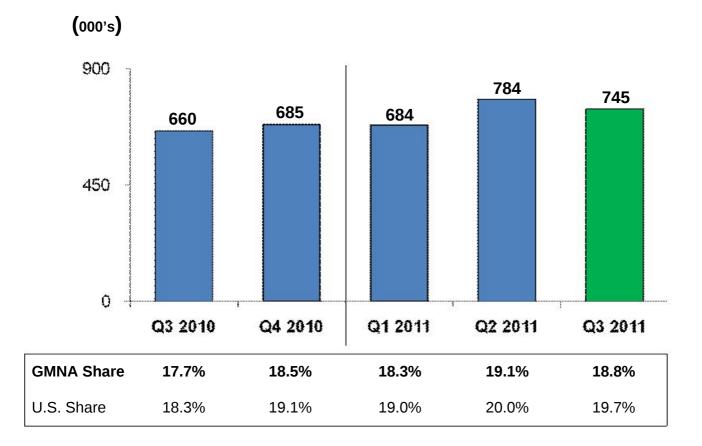


# Consolidated EBIT - Q3 2010 vs. Q3 2011

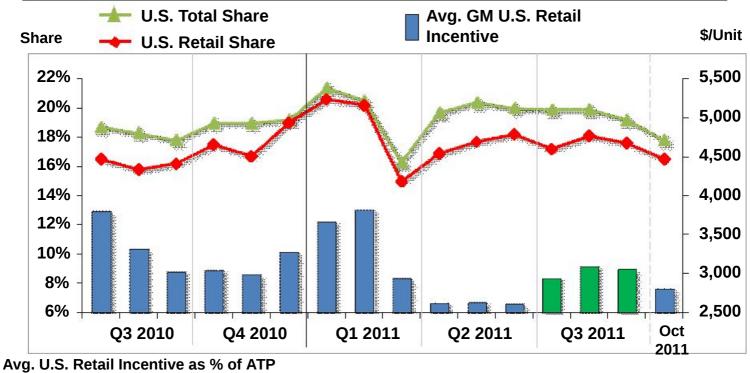




### **GMNA Deliveries**



### **Key GMNA Performance Indicators**

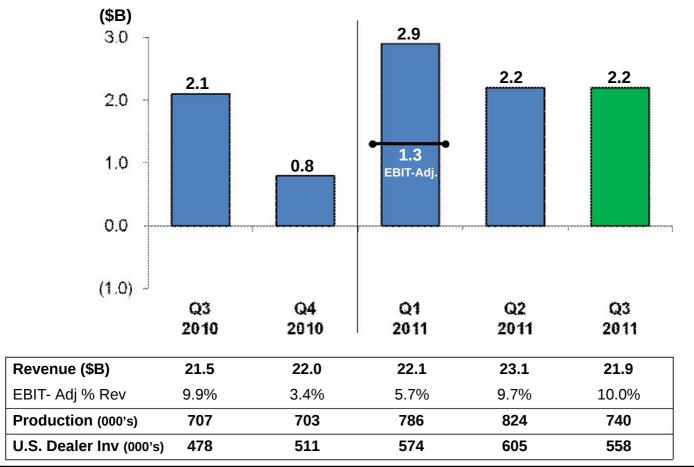


GM %	12.6	10.7	9.6	9.6	9.4	10.4	12.5	13.1	9.7	8.7	8.9	8.7	9.7	10.1	9.8	8.9
GM vs. Ind. (GM % / Ind. %)	1.12	1.01	0.95	1.02	0.97	1.00	1.25	1.22	0.95	0.99	1.08	0.99	0.98	1.03	1.03	1.03

Note: Incentive & ATP Information Based on J.D. Power and Associates Power Information Network data

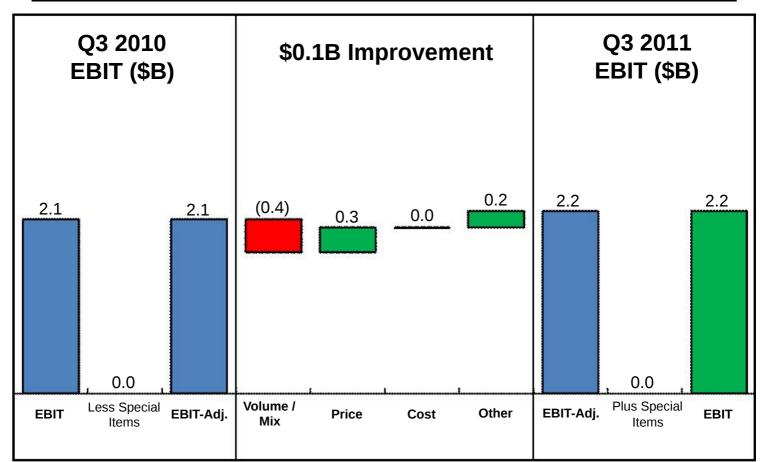


### **GMNA Earnings Before Interest & Taxes**



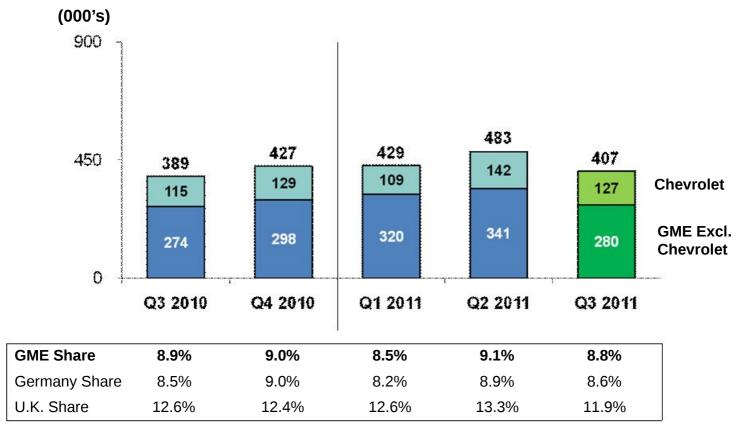


## GMNA EBIT - Q3 2010 vs. Q3 2011





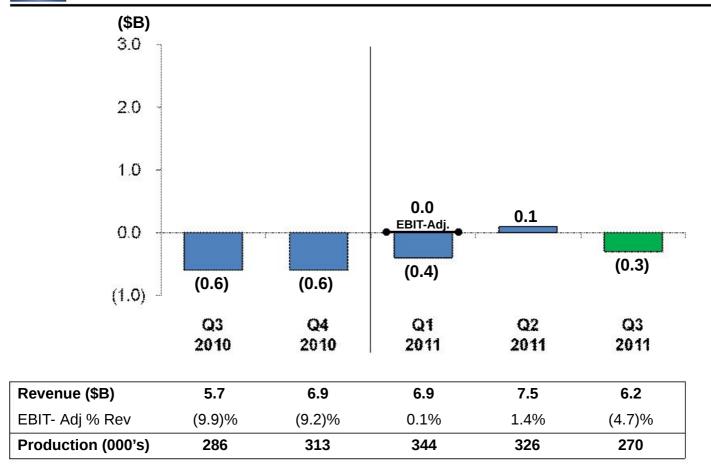
### **GME Deliveries**



GME deliveries and market share include unit sales of Chevrolets produced by GMIO and delivered to customers in GME. Revenue and associated costs of these unit sales are reported by GMIO

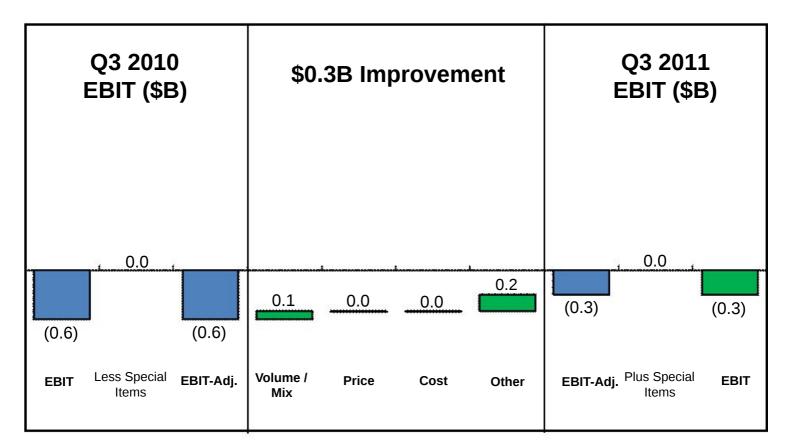


### **GME Earnings Before Interest & Taxes**



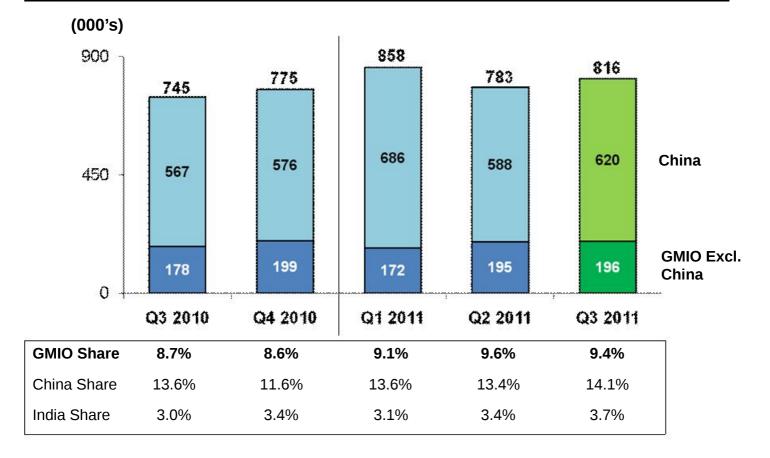


## GME EBIT - Q3 2010 vs. Q3 2011



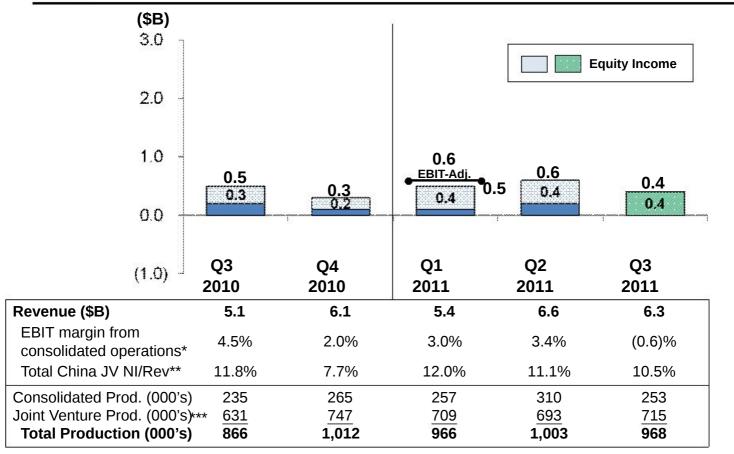


### **GMIO Deliveries**





### **GMIO Earnings Before Interest & Taxes**



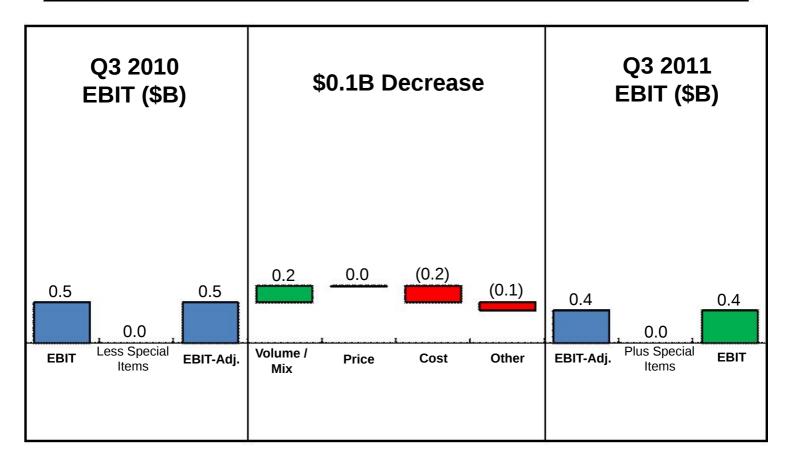
<sup>\*</sup> Excludes equity income and non-controlling interest adjustment. See supplementary schedule S8 for additional details.

<sup>\*\*</sup> Revenue not consolidated in GM results, pro-rata share of earnings reported as equity inc.

<sup>\*\*\*</sup> Joint Venture production includes China & other JV's

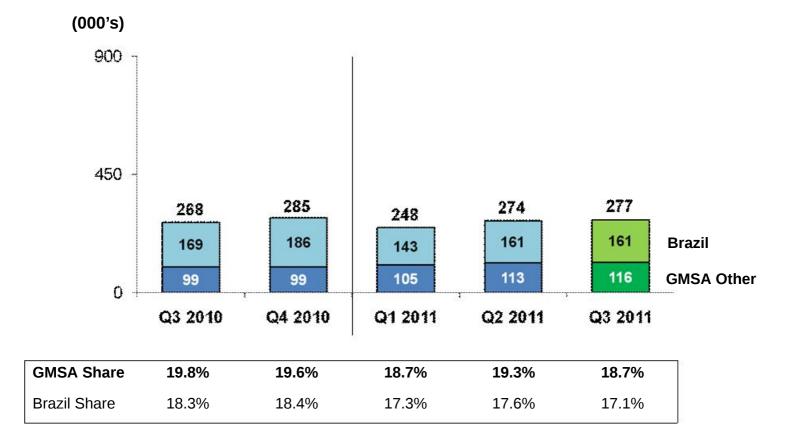


# GMIO EBIT - Q3 2010 vs. Q3 2011



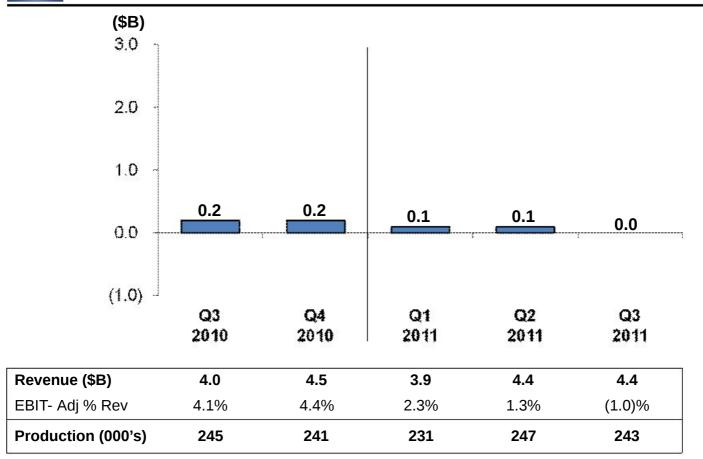


### **GMSA Deliveries**



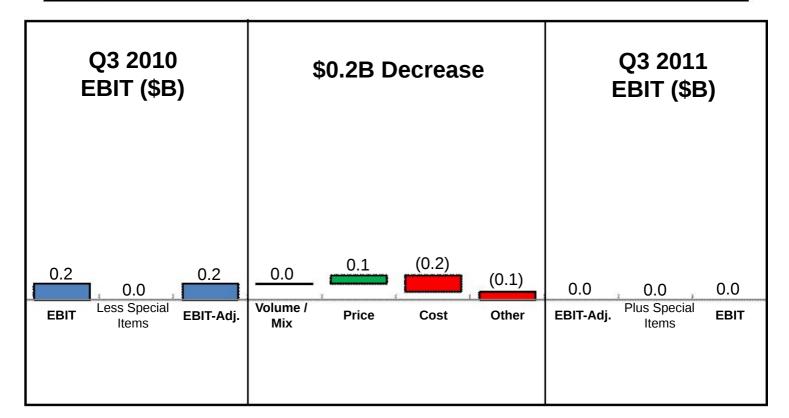


### **GMSA Earnings Before Interest & Taxes**





# GMSA EBIT - Q3 2010 vs. Q3 2011





### **Automotive Free Cash Flow**

<u>(\$B)</u>	Q3 2010	Q3 2011
Net Income to Common Stockholders	2.0	1.7
Add-back Non-Controlling Interests, Preferred Dividends & undistributed earnings allocated to Series B	0.2	0.4
Deduct Non-Auto (GM Financial)	<u>n/a</u>	<u>(0.1)</u>
Automotive Net Income	2.2	2.0
Depreciation / Amortization	1.7	1.4
Working Capital	(0.5)	(0.3)
Pension / OPEB – Cash in Excess of Expense	(0.3)	(0.3)
Other	(0.5)	(1.0)
Automotive Net Cash Provided/(Used) Operating Activities	2.6	1.8
Capital Expenditures	(1.2)	(1.5)
Automotive Free Cash Flow	1.4	0.3



# **Key Automotive Balance Sheet Items**

<u>(\$B)</u>	Sep. 30 <u>2010</u>	Jun. 30 <u>2011</u>	Sep. 30 <u>2011</u>
Cash & marketable securities*	34.5	33.8	33.0
Available Credit Facilities	<u>1.3</u>	<u>5.9</u>	<u>5.9</u>
Available Liquidity*	35.8	39.7	38.8
Key Obligations:			
Debt	8.6	4.7	4.2
Series A Preferred Stock	7.0	5.5	5.5
U.S. Pension Underfunded Status**	18.0	10.8***	8.7
Unfunded OPEB	9.4	10.0	9.5

<sup>\*</sup> Includes Canadian HC Trust restricted cash

Note: Results may not foot due to rounding

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<sup>\*\*</sup> Excludes U.S. non-qualified plan PBO of ~\$0.9 billion

<sup>\*\*\*</sup> Excludes ~\$2B stock contribution completed 1/13/11 that is counted as a plan asset starting in July 2011



### **GM Financial**

			Industry Avo	J. (Excl. GM)
	Q3 <u>2010</u>	Q3 <u>2011</u>	Q3 <u>2010</u>	Q3 <u>2011</u>
<b>GM Sales Penetrations</b>				
U.S. Subprime (<=620)	4.8%	6.6%	4.5%	5.1%
U.S. Lease	8.6%	11.4%	20.5%	20.6%
Canada Lease	2.1%	9.4%	13.8%	15.0%
GM / GM Financial Linkage				
GM as % of GM Financial Originations (GM New / GMF Loan & Lease)	15.7%	39.3%		
GM Fin. as % of GM U.S. S/P & Lease	9.8%	16.9%		
GM Financial Performance				
GM Financial Credit Losses (annualized net charge-offs as % avg. receivables)	5.4%	3.0%		
EBT (\$M)	91	178		

GM Sales Penetrations based on JD Power PIN

<sup>\*</sup> GM acquired GM Financial in Oct. 2010, prior to this GM Financial was an independent entity and not consolidated into GM results. Q3 2010 does not reflect purchase accounting and is not directly comparable to Q3 2011



### Q4 2011 Outlook

- Based on current industry outlook, expect Q4 EBIT- Adj. to be at levels similar to Q4 2010
  - Seasonal trends in GMNA
  - Continued weakness in Europe
- GME will not reach target of breakeven EBIT- Adj. before restructuring charges due to declining economic conditions
- Expect a special items gain in Q4 of ~\$800M related to Canadian Health Care Trust (HCT)

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### **Third Quarter Summary**

- Calendar-year-to-date results encouraging
  - Revenue \$112B
  - Global share +0.5 pts to 11.9%
  - EBIT-Adj. \$7.2B
- Good progress, but more to do to deliver long-term sustainable results
  - Improve results in GME & GMSA
  - Reduce complexity
  - Focus on cost containment
  - Leverage expected global growth
  - Deliver improved margins



#### **New GM**



Leverage to Global Growth

Significantly Lower Risk Profile



# General Motors Company Select Supplemental Financial Information



### **EBIT Walk to Net Income to Common Stockholders**

<u>(\$B)</u>	Q3 <u>2010</u>	Q3 <u>2011</u>
GMNA	2.1	2.2
GME	(0.6)	(0.3)
GMIO	0.5	0.4
GMSA	0.2	0.0
Corp & Elims	0.0	(0.2)
GM Financial	<u>n/a</u>	<u>0.2</u>
Total EBIT	2.3	2.2
Interest Expense / (Income)	0.1	0.0
Income Tax Expense / (Benefit)	0.0	<u>0.1</u>
Net Income to Stockholders	2.2	2.1
Undistributed earnings allocated to Series B (Basic)	n/a	(0.2)
Dividends on Preferred Stock	(0.2)	(0.2)
Net Income to Common Stockholders	2.0	1.7

Note: Starting Q4 2010 EBIT includes GM Financial on an Earnings Before Tax (EBT) basis



# Reconciliation of Q3 2011 EBIT- Adj.

<u>(\$B)</u>	Q3 <u>2010</u>	Q3 <u>2011</u>
Net Income to Common Stockholders	2.0	1.7
Add Back:		
Undistributed earnings allocated to Series B (Basic)	n/a	0.2
Dividends on Preferred Stock	0.2	0.2
Interest Expense / (Income)	0.1	0.0
Income Tax Expense / (Benefit)	0.0	<u>0.1</u>
Earnings Before Interest & Taxes (EBIT)	2.3	2.2
Less Special Items:		
None	-	-
Total Special Items	<u>0.0</u>	<u>0.0</u>
EBIT- Adj.	2.3	2.2

Note: Starting Q4 2010, EBIT includes GM Financial on an Earnings Before Tax (EBT) basis



# **Restructuring (not included in special items)**

<u>(\$B)</u>	Q3 <b>2010</b>	Q4 <b>2010</b>	Q1 2011	Q2 <b>2011</b>	Q3 <u>2011</u>
GMNA – Dealer Related	0.0	0.0	0.0	0.0	0.0
GMNA – Non-Dealer Related	0.1	0.2	0.0	0.0	(0.1)
Total GMNA	0.1	0.2	0.0	0.0	(0.1)
Total GME	(0.1)	(0.1)	0.0	(0.1)	(0.1)
Total GMIO	0.0	0.0	0.0	0.0	0.0
Total GMSA	0.0	0.0	0.0	0.0	0.0
Total	(0.1)	0.1	(0.1)	(0.1)	(0.2)



# Operating Income Walk to EBIT- Adj.

<u>(\$B)</u>	Q3 <u>2010</u>	Q4 <b>2010</b>	Q1 2011	Q2 <u>2011</u>	Q3 <b>2011</b>
Operating Income	1.7	0.3	0.9	2.5	1.8
Equity Income	0.4	0.3	2.1	0.4	0.4
Non-Controlling Interests	(0.1)	(0.1)	0.0	0.0	0.0
Non-Operating Income	0.3	0.9	0.5	0.2	0.0
Earnings Before Interest & Taxes (EBIT)	2.3	1.3	3.5	3.0	2.2
Less Special Items	0.0	<u>0.3</u>	<u>1.5</u>	0.0	0.0
EBIT- Adj.	2.3	1.0	2.0	3.0	2.2

Note: Starting Q4 2010 EBIT & EBIT-Adj. include GM Financial on an Earnings Before Tax (EBT) basis



### **Reconciliation of Automotive Free Cash Flow**

(\$B)	Q3 <u>2010</u>	Q3 <u>2011</u>
Net cash provided by operating activities	2.6	2.0
Less net cash provided by operating activities-GM Financial	<u>n/a</u>	(0.2)
Automotive Net Cash Provided/(Used) Operating Activities	2.6	1.8
Capital expenditures	<u>(1.2)</u>	(1.5)
Automotive Free Cash Flow	1.4	0.3



# **GM Financial – Key Metrics**

<u>(\$M)</u>	Q3 2011	Memo: Q3 2010**
Earnings Before Tax	178	91
Total Originations	1,547	959
GM new vehicles as % of total	39.3%	16.5%
Finance Receivables	9,438	8,676
Delinquencies (>30 days)*	6.4%	8.7%
Annualized net charge-offs as % of avg. receivables	3.0%	5.4%

<sup>\*</sup> Excludes finance receivables in repossession

<sup>\*\*</sup> GM acquired GM Financial in Oct. 2010, prior to this GM Financial was an independent entity and not consolidated into GM results. Q3 2010 does not reflect purchase accounting and is not directly comparable to Q3 2011



### **Info Item: GMNA – C\$ Net Monetary Liability**

- GM Canada balance sheet includes C\$ Net Monetary Liability (NML) position, primarily pension, OPEB and accrued liabilities
- USD value of NML will vary due to difference in period end to period end FX
- Since GM Canada is USD functional, translation exchange realized as noncash charge recorded to GMNA P&L

GMNA C\$ NML Translation	onal Imp	act				
	Q3 <u>2010</u>	Q4 2010	CY 2010	Q1 <u>2011</u>	Q2 <u>2011</u>	Q3 <u>2011</u>
Non-Cash EBIT Impact (\$B)	\$(0.2)	\$(0.2)	\$(0.4)	\$(0.2)	\$0.0	\$0.3
Period End FX (CAD per USD)	1.0269	0.9980	0.9980	0.9713	0.9730	1.0317
Inc/(Dec) vs. Prior Period	(0.0222)	(0.0289)	(0.0507)	(0.0267)	0.0017	0.0587



# Calculation of EBIT- Adj. as a Percent of Revenue

(\$B)	Q3 2010	<u>%</u>	Q4 2010	<u>%</u>	Q1 2011	%	Q2 2011	<u>%</u>	Q3 2011	<u>%</u>
Consolidated										
Revenue	34.1		36.9		36.2		39.4		36.7	
Operating Income	1.7	5.1%	0.3	0.8%	0.9	2.6%	2.5	6.2%	1.8	4.9%
EBIT- Adj.	2.3	6.7%	1.0	2.8%	2.0	5.6%	3.0	7.5%	2.2	6.0%
GMIO										
Revenue	5.1		6.1		5.4		6.6		6.3	
Operating Income	0.1	2.5%	0.1	1.1%	0.1	1.8%	0.2	2.3%	0.0	0.2%
Non-Operating Income (Expense)	0.1		0.1		0.0		0.1		(0.1)	
Plus Special Items *	0.0		0.0		0.1		0.0		0.0	
EBIT from consolidated operations	0.2	4.5%	0.1	2.0%	0.2	3.0%	0.2	3.4%	0.0	(0.6)%

<sup>\*</sup> Q1 2011 includes \$67 million charge recorded as a special item

Note: EBIT- Adj. includes GM Financial on an Earnings Before Tax (EBT) basis; Results may not foot due to rounding



# EBIT to EBIT- Adj.

(\$B)	Q3 2010	Q4 2010	Q1 2011	Q2 2011	Q3 2011
EBIT					
GMNA	2.1	0.8	2.9	2.2	2.2
GME	(0.6)	(0.6)	(0.4)	0.1	(0.3)
GMIO	0.5	0.3	0.5	0.6	0.4
GMSA	0.2	0.2	0.1	0.1	0.0
Corp & Elim.	0.0	0.4	0.3	(0.2)	(0.2)
GM Financial*	n/a	<u>0.1</u>	0.1	0.1	0.2
Total EBIT	2.3	1.3	3.5	3.0	2.2
Special Items					
GMNA	0.0	(0.1)	(1.6)	0.0	0.0
GME	0.0	(0.1)	0.4	0.0	0.0
GMIO	0.0	0.0	0.1	0.0	0.0
GMSA	0.0	0.0	0.0	0.0	0.0
Corp & Elim.	0.0	(0.2)	(0.3)	0.0	0.0
GM Financial	0.0	0.0	0.0	0.0	0.0
Total Special Items	0.0	(0.3)	(1.5)	0.0	0.0
EBIT– Adj.					
GMNA	2.1	8.0	1.3	2.2	2.2
GME	(0.6)	(0.6)	0.0	0.1	(0.3)
GMIO	0.5	0.3	0.6	0.6	0.4
GMSA	0.2	0.2	0.1	0.1	0.0
Corp & Elim.	0.0	0.2	0.0	(0.2)	(0.2)
GM Financial*	<u>n/a</u>	0.1	0.1	0.1	0.2
Total EBIT– Adj.	2.3	1.0	2.0	3.0	2.2

<sup>\*</sup> GM Financial at an Earnings Before Tax basis (EBT)