

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Canada GEN Investment Corp</u>  (Last) (First) (Middle) 1240 BAY STREET, SUITE 302  (Street) TORONTO A6 M5R 2A7  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>General Motors Co [ GM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/22/2014		J		36,694,915	D	\$0 <sup>(2)</sup>	73,389,831	D <sup>(1)(2)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
Canada GEN Investment Corp  
 (Last) (First) (Middle)  
 1240 BAY STREET, SUITE 302  
 (Street)  
 TORONTO A6 M5R 2A7  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Canada Development Investment Corp  
 (Last) (First) (Middle)  
 1240 BAY STREET, SUITE 302  
 (Street)  
 TORONTO A6 M5R 2A7  
 (City) (State) (Zip)

**Explanation of Responses:**

- These securities are owned directly by Canada GEN Investment Corporation ("Canada GEN"), 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.
- On December [ ], 2014, Canada GEN paid a dividend in kind of the number of shares of Common Stock reported in Section 4 of Table I to Canada Development Investment Corporation, which dividend was delivered, at the direction of Canada Development Investment Corporation and the Government of Canada, to Her Majesty the Queen in Right of the Province of Ontario, as represented by the Minister of Finance. In connection with such transfer, the arrangement between the Government of Canada and the Province of Ontario pursuant to which the Government of Canada had committed to provide the Province of Ontario with one-third of the net proceeds from the sale of any Common Stock held by Canada GEN and one-third of any dividends received by Canada GEN, less certain costs, was terminated.

**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.

/s/ Michael Carter, Canada  
GEN Investment Corporation      12/22/2014

/s/ Michael Carter, Canada  
Development Investment  
Corporation      12/22/2014

\*\* 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 4 (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.**