

General Motors Co  
Form S-1MEF  
November 17, 2010

As filed with the Securities and Exchange Commission on November 17, 2010

No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## GENERAL MOTORS COMPANY

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3711**  
(Primary Standard Industrial

Classification Code Number)  
**300 Renaissance Center**

**Detroit, Michigan 48265-3000**

**(313) 556-5000**

**27-0756180**  
(I.R.S. Employer

Identification No.)

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Nick S. Cyprus**

**Vice President, Controller and Chief Accounting Officer**

**General Motors Company**

**300 Renaissance Center**

**Detroit, Michigan 48265-3000**

**(313) 556-5000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies of all communications, including communications sent to agent for service, should be sent to:*

**Robert C. Shrosbree, Esq.**

**Joseph P. Gromacki, Esq.**

**Richard A. Drucker, Esq.**

**General Motors Company**

**William L. Tolbert, Jr., Esq.**

**Sarah E. Beshar, Esq.**

**300 Renaissance Center**

**Brian R. Boch, Esq.**

**Davis Polk & Wardwell LLP**

**Detroit, Michigan 48265-3000**

**Jenner & Block LLP**

**450 Lexington Avenue**

**(313) 556-5000**

**353 N. Clark Street**

**New York, New York 10017**

**Chicago, Illinois 60654-3456**

**(212) 450-4000**

**(312) 222-9350**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-168919

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer (Do not check if a smaller reporting company)  Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Series B mandatory convertible junior preferred stock, par value \$0.01 per share (2)	8,000,000	\$50	\$400,000,000	\$28,520
Common stock, par value \$0.01 per share	2,545,454 (3)	\$33	\$ 84,000,000	\$ 5,990

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

(2) In accordance with Rule 457(i) under the Securities Act, this registration statement also registers the shares of our common stock that are initially issuable upon conversion of the Series B preferred stock registered hereby. The number of shares of our common stock issuable upon such conversion is subject to adjustment upon the occurrence of certain events described herein and will vary based on the public offering price of the common stock registered hereby. Pursuant to Rule 416 under the Securities Act, the number of shares of our common stock to be registered includes an indeterminate number of shares of common stock that may become issuable upon conversion of the Series B preferred stock as a result of such adjustments.

(3) Represents common stock that may be issued as dividends on Series B preferred stock in accordance with the terms thereof.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933.**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed by General Motors Company, a Delaware corporation (the Company), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act). The contents of the Company's Registration Statement on Form S-1, as amended (File No. 333-168919), initially filed by the Company on August 18, 2010 and declared effective by the Securities and Exchange Commission on November 17, 2010 and all exhibits thereto, are incorporated by reference into this Registration Statement in their entirety and are deemed to be a part of this Registration Statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated herein by reference in accordance with Rule 439(b) of the Securities Act.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, General Motors Company has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Detroit, State of Michigan, on November 17, 2010.

GENERAL MOTORS COMPANY

By: /s/ DANIEL F. AKERSON  
**Name: Daniel F. Akerson**  
**Title: Chief Executive Officer (Principal Executive Officer)**

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ DANIEL F. AKERSON  <b>Daniel F. Akerson</b>	Chief Executive Officer (Principal Executive Officer)	November 17, 2010
/s/ CHRISTOPHER P. LIDDELL  <b>Christopher P. Liddell</b>	Vice Chairman and Chief Financial Officer (Principal Financial Officer)	November 17, 2010
/s/ NICK S. CYPRUS  <b>Nick S. Cyprus</b>	Vice President, Controller and Chief Accounting Officer  (Principal Accounting Officer)	November 17, 2010
*  <b>Edward E. Whitacre, Jr.</b>	Chairman of the Board	November 17, 2010
*  <b>David Bonderman</b>	Director	November 17, 2010
*  <b>Erroll B. Davis, Jr.</b>	Director	November 17, 2010
*  <b>Stephen J. Girsky</b>	Director	November 17, 2010
*  <b>E. Neville Isdell</b>	Director	November 17, 2010

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Director

November 17, 2010

**Robert D. Krebs**

\*

Director

November 17, 2010

**Philip A. Laskawy**

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	Director	November 17, 2010
<b>Kathryn V. Marinello</b>		
*	Director	November 17, 2010
<b>Patricia F. Russo</b>		
*	Director	November 17, 2010
<b>Carol M. Stephenson</b>		
*	Director	November 17, 2010
<b>Cynthia A. Telles</b>		

\* The undersigned, by signing her name hereto, does execute this Registration Statement on behalf of the persons identified above pursuant to a power of attorney.

By: /s/ ANNE T. LARIN  
Anne T. Larin  
Attorney-in-Fact

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description of Documents</b>
5.1	Opinion of Robert C. Shrosbree, incorporated herein by reference to Exhibit 5.1 to Amendment No. 9 to the Registration Statement on Form S-1 (File No. 333-168919) of General Motors Company filed November 17, 2010
23.1	Consent of Deloitte & Touche LLP (General Motors Company)*
23.2	Consent of Deloitte & Touche LLP (Ally Financial Inc. fka GMAC Inc.)*
23.3	Consent of Robert C. Shrosbree (included in Exhibit 5.1)

\* Filed herewith.