

**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) August 31, 2017

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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 31, 2017, General Motors Company (the “Company”) filed a Certificate of Elimination of Series A Fixed Rate Cumulative Perpetual Preferred Stock (the “Series A Preferred Stock”) and a Certificate of Elimination of 4.75% Series B Mandatory Convertible Junior Preferred Stock (the “Series B Preferred Stock”) with the Delaware Secretary of State, thereby removing the Certificate of Designations of the Series A Preferred Stock and the Certificate of Designations of the Series B Preferred Stock from the Company’s Restated Certificate of Incorporation. The Company repurchased and redeemed all outstanding shares of Series A Preferred Stock (which were not, and were never required to be, registered under the Securities Exchange Act of 1934, as amended) between 2013 and 2014, and all outstanding shares of Series B Preferred Stock converted automatically to shares of the Company’s common stock in 2013. The Certificates of Elimination became effective upon filing.

Copies of the Certificate of Elimination of Series A Fixed Rate Cumulative Perpetual Preferred Stock and the Certificate of Elimination for 4.75% Series B Mandatory Convertible Junior Preferred Stock are attached hereto as Exhibits 3.1 and 3.2, respectively, and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

EXHIBIT

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Elimination of Series A Fixed Rate Cumulative Perpetual Preferred Stock
3.2	Certificate of Elimination of 4.75% Series B Mandatory Convertible Junior Preferred Stock

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)

/s/ Rick E. Hansen

By: _____
Corporate Secretary and Lead Counsel, Securities and Corporate
Governance

Date: September 1, 2017

CERTIFICATE OF ELIMINATION

OF

SERIES A FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK

OF

GENERAL MOTORS COMPANY

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

General Motors Company, a Delaware corporation (the "Corporation") does hereby certify that the following resolutions were duly adopted by the Corporation's Board of Directors:

Resolved, that no shares of the Corporation's Series A Fixed Rate Cumulative Perpetual Preferred Stock are outstanding and that no shares of such stock will be issued subject to the certificate of designations previously filed with respect to such stock.

Resolved, that each officer of the Corporation (acting alone) is hereby authorized to file with the Secretary of State of the State of Delaware a certificate pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Corporation's certificate of incorporation all matters set forth in the certificate of designations with respect to the aforementioned series of preferred stock of the Corporation.

[Signature Page Follows]

In witness whereof, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the date set forth below.

GENERAL MOTORS COMPANY

By: /s/ Rick E. Hansen

Name: Rick E. Hansen

Title: Corporate Secretary

Date: August 30, 2017

CERTIFICATE OF ELIMINATION

OF

4.75% SERIES B MANDATORY CONVERTIBLE JUNIOR PREFERRED STOCK

OF

GENERAL MOTORS COMPANY

(Pursuant to Section 151(g) of the
Delaware General Corporation Law)

General Motors Company, a Delaware corporation (the "Corporation") does hereby certify that the following resolutions were duly adopted by the Corporation's Board of Directors:

Resolved, that no shares of the Corporation's 4.75% Series B Mandatory Convertible Junior Preferred Stock are outstanding and that no shares of such stock will be issued subject to the certificate of designations previously filed with respect to such stock.

Resolved, that each officer of the Corporation (acting alone) is hereby authorized to file with the Secretary of State of the State of Delaware a certificate pursuant to Section 151(g) of the Delaware General Corporation Law setting forth these resolutions in order to eliminate from the Corporation's certificate of incorporation all matters set forth in the certificate of designations with respect to the aforementioned series of preferred stock of the Corporation.

[Signature Page Follows]

In witness whereof, the Corporation has caused this Certificate of Elimination to be signed by its duly authorized officer on the date set forth below.

GENERAL MOTORS COMPANY

By: /s/ Rick E. Hansen

Name: Rick E. Hansen

Title: Corporate Secretary

Date: August 30, 2017