

## SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

**Check the appropriate box:**

- |                                     |   |
|-------------------------------------|---|
| <input type="checkbox"/>            | Preliminary Proxy Statement   |
| <input type="checkbox"/>            | CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2)) |
| <input type="checkbox"/>            | Definitive Proxy Statement  |
| <input checked="" type="checkbox"/> | Definitive Additional Materials   |
| <input type="checkbox"/>            | Soliciting Material Pursuant to ss.240.14a-12                                   |

## GENERAL MOTORS COMPANY

*(Name of Registrant as Specified In Its Charter)*  
*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

**Payment of Filing Fee (Check the appropriate box):**

- |                                     |   |
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| <input checked="" type="checkbox"/> | <b>No fee required.</b>   |
| <input type="checkbox"/>            | <b>Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.</b>   |
|                                     | (1) Title of each class of securities to which transaction applies:<br>(2) Aggregate number of securities to which transaction applies:<br>(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):<br>(4) Proposed maximum aggregate value of transaction:<br>(5) Total fee paid: |
| <input type="checkbox"/>            | <b>Fee paid previously with preliminary materials.</b>  |
| <input type="checkbox"/>            | <b>Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.</b>  |
|                                     | (1) Amount Previously Paid:<br>(2) Form, Schedule or Registration Statement No.:<br>(3) Filing Party:<br>(4) Date Filed:  |

**Subject: GM ANNUAL MEETING: IMPORTANT MESSAGE FROM RANDY ARICKX AND JILL SUTTON**

We promised in our May 19th email to you that we would provide occasional updates. Accordingly, we thought you might be interested in the attached press release that reports both ISS and Glass Lewis have recommended GM shareholders vote FOR ALL of the GM Board's Nominees and AGAINST the Greenlight Proposal.

As you know, you can learn more by reviewing our 2017 Proxy Statement and related materials we have made available at [www.gmproxy.com](http://www.gmproxy.com).

If you have further questions or if we have not already spoken with you, we would welcome the opportunity to address your questions and discuss our thoughts on these matters with you before you vote.

Thank you for your continued support and investment in GM.

Kind regards,

Randy Arickx, Vice President, Corporate Communications and Investor Relations

Jill Sutton, Corporate Secretary and Deputy General Counsel, Corporate, Finance & Strategic Transactions

**Important Additional Information Regarding Proxy Solicitation:** General Motors Company ("GM") has filed a definitive proxy statement and form of WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for GM's 2017 Annual Meeting. GM, its directors and certain of its executive officers may be deemed participants in the solicitation of proxies from shareholders in respect of the 2017 Annual Meeting. Information regarding the names of GM's directors and executive officers and their respective interests in GM by security holdings or otherwise is set forth in the definitive proxy statement. Details concerning the nominees of GM's Board of Directors for election at the 2017 Annual Meeting are included in the definitive proxy statement. **BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO AND ACCOMPANYING WHITE PROXY CARD, BECAUSE THEY CONTAIN IMPORTANT INFORMATION.** Investors and shareholders can obtain a copy of the definitive proxy statement and other relevant documents filed by GM free of charge from the SEC's website, [www.sec.gov](http://www.sec.gov). GM's shareholders can also obtain, without charge, a copy of the definitive proxy statement and other relevant documents filed by GM by directing a request by mail to GM Shareholder Relations at General Motors Company, Mail Code 482-C23-D24, 300 Renaissance Center, Detroit, Michigan 48265 or by email to [shareholder.relations@gm.com](mailto:shareholder.relations@gm.com), by calling GM's proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-877-825-8964, or from the investors section of GM's website, <http://www.gm.com/investors>.

For Immediate Release: Saturday, May 27, 2017

**Both ISS and Glass Lewis Recommend that GM Shareholders Vote FOR ALL GM Board Nominees and AGAINST the Greenlight Proposal**

**DETROIT** – General Motors Co. (NYSE: GM) today announced that Institutional Shareholder Services (“ISS”), a leading independent proxy advisory firm, has recommended that GM shareholders vote **FOR ALL** of the Board’s nominees and **AGAINST** the Greenlight proposal at the Company’s 2017 Annual Meeting of Shareholders to be held on June 6, 2017. Glass Lewis, another leading independent proxy advisory firm, had previously issued similar recommendations in favor of **ALL GM** Board nominees and **AGAINST** the Greenlight proposal.

Consistent with the ISS and Glass Lewis recommendations, GM urges shareholders to vote **FOR ALL** of the Board nominees and **AGAINST** the Greenlight proposal **TODAY** by telephone, online or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided.

In its May 26, 2017 report, ISS concluded:

- “The negative outcomes associated with the proposed dual class share structure combined with the lack of visibility regarding value creation for shareholders drive our recommendation against the dual class proposal.” (ISS Report, pg. 19)
- “...considering that the dissident’s dual class share proposal does not warrant shareholder support, the dissident has not made a compelling case that change at the board level focusing on the implementation of its proposal is warranted.” (ISS Report, pg. 19)

In support of its conclusion, ISS stated:

- “The bottom line of this analysis is that Barra and her management team have delivered objective operational improvements.” (ISS Report, pg. 17)
- “...the company has closed the performance gap relative to peers since Barra took over as CEO, while outperforming Ford, and... the market has not reacted positively to the dissident’s proposal.” (ISS Report, pg. 16)
- “The dual class structure would create conflicts of interest as dividend and capital appreciation shareholders would have different objectives, adding complexity to decisions regarding the company’s capital structure and investments. For example, an investment to grow profits would primarily benefit capital appreciation shareholders.” (ISS Report, pg. 18)

Your vote is important, no matter how many or how few shares you own. To follow the recommendations of ISS, Glass Lewis and the Board, shareholders should vote the **WHITE** proxy card **FOR ALL** your Board’s nominees and **AGAINST** the Greenlight proposal **TODAY** by telephone, online or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided.

If you have questions about how to vote your shares, or need additional assistance, please contact the firm assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED  
Shareholders Call Toll-Free: (877) 825-8964  
Banks and Brokers Call Collect: (212) 750-5833

**REMEMBER:**

**We urge you NOT to vote using any green card sent to you by Greenlight, as doing so will revoke your vote on the WHITE proxy card.**

Permission to use third-party quotes included herein neither sought nor obtained.

**Forward Looking Statements:** This document may include forward-looking statements. These statements are based on current expectations about possible future events and thus are inherently uncertain. Our actual results may differ materially from forward-looking statements due to a variety of factors, including: (1) our ability to deliver new products, services and experiences that attract new, and are desired by existing, customers and to effectively compete in autonomous, ride-sharing and transportation as a service; (2) sales of full-size pick-up trucks and SUVs, which may be affected by increases in the price of oil; (3) the volatility of global sales and operations; (4) aggressive competition, including the impact of new market entrants; (5) changes in, or the introduction of novel interpretations of, laws, regulations or policies particularly those relating to free trade agreements, tax rates and vehicle safety and any government actions that may affect the production, licensing, distribution, pricing, or selling of our products; (6) our joint ventures, which we cannot operate solely for our benefit and over which we may have limited control; (7) compliance with laws and regulations applicable to our industry, including those regarding fuel economy and emissions; (8) costs and risks associated with litigation and government investigations; (9) compliance with the terms of the Deferred Prosecution Agreement; (10) our ability to maintain quality control over our vehicles and avoid recalls and the cost and effect on our reputation and products; (11) the ability of suppliers to deliver parts, systems and components without disruption and on schedule; (12) our dependence on our manufacturing facilities; (13) our ability to realize production efficiencies and cost reductions; (14) our ability to successfully restructure operations in various countries; (15) our ability to manage risks related to security breaches and other disruptions to vehicles, information technology networks and systems; (16) our ability to develop captive financing capability through GM Financial; (17) significant increases in pension expense or projected pension contributions; (18) significant changes in the economic, political, and regulatory environment, market conditions, and foreign currency exchange rates; and (19) uncertainties associated with the consummation of the sale of Opel/Vauxhall to the PSA Group, including satisfaction of the closing conditions. A further list and description of these risks, uncertainties and other factors can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, and our subsequent filings with the Securities and Exchange Commission. GM cautions readers not to place undue reliance on forward-looking statements. GM undertakes no obligation to update publicly or otherwise revise any forward-looking statements.

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set forth in the definitive proxy statement. Details concerning the nominees of GM's Board of Directors for election at the 2017 Annual Meeting are included in the definitive proxy statement. BEFORE MAKING ANY VOTING DECISION, INVESTORS AND SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY'S DEFINITIVE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO AND ACCOMPANYING WHITE PROXY CARD, BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and shareholders can obtain a copy of the definitive proxy statement and other relevant documents filed by GM free of charge from the SEC's website, [www.sec.gov](http://www.sec.gov). GM's shareholders can also obtain, without charge, a copy of the definitive proxy statement and other relevant documents filed by GM by directing a request by mail to GM Shareholder Relations at General Motors Company, Mail Code 482-C23-D24, 300 Renaissance Center, Detroit, Michigan 48265 or by email to [shareholder.relations@gm.com](mailto:shareholder.relations@gm.com), by calling GM's proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-877-825-8964, or from the investors section of GM's website, <http://www.gm.com/investors>.

**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, its subsidiaries and joint venture entities sell vehicles under the Chevrolet, Cadillac, Baojun, Buick, GMC, Holden, Jiefang, Opel, Vauxhall and Wuling brands. More information on the company and its subsidiaries, including OnStar, a global leader in vehicle safety, security and information services, can be found at <http://www.gm.com>.

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**CONTACT:**

David Barnas

Group Manager, Financial Communications

248-918-8946

[david.barnas@gm.com](mailto:david.barnas@gm.com)