

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

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): September 3, 2024

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) 667-1500
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	GM	New York Stock Exchange

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On September 3, 2024, the Board of Directors (the “Board”) of General Motors Company (“GM”) elected Alfred F. Kelly, Jr. as a member of the Board. The Board has determined that Mr. Kelly is an independent director under New York Stock Exchange listing standards and GM’s independence guidelines, as set forth in its Corporate Governance Guidelines. Mr. Kelly has not yet been named to any committees of the Board.

There are no arrangements or understandings between Mr. Kelly and any other person pursuant to which he was selected as a director, and there are no relationships or transactions to which Mr. Kelly is a party that would require disclosure under Item 404(a) of Regulation S-K.

Like the other non-employee members of the Board, Mr. Kelly will receive an annual retainer of \$325,000 for his service on the Board (prorated to reflect the date service began) and personal accident insurance, and will also participate in the company vehicle program. Under the General Motors Company Deferred Compensation Plan for Non-Employee Directors (the “Plan”), Mr. Kelly is required to defer 60% of his annual Board retainer into GM’s Deferred Share Units (“DSUs”) and may elect to defer all or 40% of his remaining Board compensation into additional DSUs. Amounts deferred and credited as DSUs under the Plan will not be available to Mr. Kelly until such time as he retires or otherwise leaves the Board, at which time he will receive a cash payment or payments based on the number of DSUs in his account, valued at the average daily market price for the quarter immediately preceding payment.

A copy of the press release announcing the election of Mr. Kelly to the Board is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued by General Motors Company, dated September 5, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: September 5, 2024

By: /s/ John S. Kim
John S. Kim
Assistant Corporate Secretary



For Release: Thursday, September 5, 2024, 8 a.m. ET

Al Kelly, Retired Visa Chairman and CEO, Joins GM's Board of Directors

DETROIT – General Motors Co. (NYSE: GM) announced that Alfred F. Kelly, Jr., former Chairman and CEO of Visa Inc., has joined its board of directors.

Kelly, 66, served as Chief Executive Officer of Visa from 2016 to 2023 and was elected Chairman of the Board in 2019. He became Executive Chairman in 2023, retiring from the board in January 2024.

Kelly led Visa, a world leader in digital payments, through a period of unprecedented technological change, driving significant global growth and positioning the company for long-term leadership in financial and technology services.

“Al Kelly’s incredible financial, tech and consumer insights are a great complement to GM’s board as we unlock new growth opportunities in electric vehicles, autonomous technology and software and services,” said Mary Barra, GM Chair and CEO.

“This is an exciting time for GM as it leverages technology to innovate and deliver new experiences for its customers,” said Kelly. “I look forward to serving GM’s shareholders and working with my fellow directors to help the company achieve its vision.”

Prior to Visa, Kelly served in numerous leadership roles, including at American Express, where he was president when he left in 2010, and with the New York-New Jersey Super Bowl Host Committee where he was president and CEO. Kelly also serves as the board chair of the Mother Cabrini Health Foundation. He is a member of the Board of Trustees of Boston College, Iona University, New York Presbyterian Hospital, and St. Joseph’s Seminary and College. Kelly is also an advisory director at Berkshire Partners.

Including Kelly, GM’s Board now has 13 directors, with experience across manufacturing, information technology, digital commerce, defense, transportation, and cybersecurity, among other fields. Six of GM’s directors are women and 12 are independent.

General Motors (NYSE:GM) is a global company focused on advancing an all-electric future that is inclusive and accessible to all. At the heart of this strategy is the Ultium battery platform, which powers everything from mass-market to high-performance vehicles. General Motors, its subsidiaries and its joint venture entities sell vehicles under the Chevrolet, Buick, GMC, Cadillac, Baojun and Wuling brands. More information on the company and its subsidiaries, including OnStar, a global leader in safety services and connected vehicle technology, can be found at <https://www.gm.com>.

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