

General Motors Co  
Form FWP  
August 03, 2017

Free Writing Prospectus filed pursuant to Rule 433  
Relating to the Preliminary Prospectus Supplement  
dated August 2, 2017 to the Prospectus dated  
February 7, 2017. Registration Statement  
No. 333-215924

## **PRICING TERM SHEET**

**Dated as of August 2, 2017**

### **GENERAL MOTORS COMPANY**

#### **Floating Rate Senior Notes due 2020**

**4.200% Senior Notes due 2027**

**5.150% Senior Notes due 2038**

**5.400% Senior Notes due 2048**

*The information in this pricing term sheet relates only to the offering of the Notes and should be read together with the preliminary prospectus supplement of General Motors Company dated August 2, 2017 (the Preliminary Prospectus Supplement ) to its prospectus dated February 7, 2017, and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. In all other respects, this pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Terms used herein but not defined herein shall have the respective meanings as set forth in the Preliminary Prospectus Supplement. All references to dollar amounts are references to U.S. dollars.*

#### **Terms Applicable to the Notes**

<b>Issuer:</b>	General Motors Company
<b>Trade Date:</b>	August 2, 2017
<b>Settlement Date:</b>	August 7, 2017 (T+3)
<b>Joint Book-Running Managers:</b>	Deutsche Bank Securities Inc. Merrill Lynch, Pierce, Fenner & Smith

Edgar Filing: General Motors Co - Form FWP

Incorporated

Morgan Stanley & Co. LLC

Goldman Sachs & Co. LLC

J.P. Morgan Securities LLC

**Joint Lead Managers:**

Citigroup Global Markets Inc.

SG Americas Securities, LLC

Barclays Capital Inc.

BBVA Securities Inc.

BNP Paribas Securities Corp.

Commerz Markets LLC

Mizuho Securities USA LLC

RBS Securities Inc.

**Co-Managers:**

Credit Agricole Securities (USA) Inc.

ICBC Standard Bank Plc

Lloyds Securities Inc.

RBC Capital Markets, LLC

Scotia Capital (USA) Inc.

SMBC Nikko Securities America, Inc.

TD Securities (USA) LLC

Banco Bradesco BBI S.A.  
BB Securities Limited  
UniCredit Capital Markets LLC  
U.S. Bancorp Investments, Inc.  
Santander Investment Securities Inc.  
BNY Mellon Capital Markets, LLC  
PNC Capital Markets LLC  
Mischler Financial Group, Inc.  
Samuel A. Ramirez & Company, Inc.  
The Williams Capital Group, L.P.

**Terms Applicable to the  
Floating Rate Senior Notes due 2020**

<b>Title of Securities:</b>	Floating Rate Senior Notes due 2020
<b>Security Type:</b>	Senior Unsecured Notes
<b>Principal Amount:</b>	\$500,000,000
<b>Price to Public:</b>	100.000%, plus accrued and unpaid interest, if any, from August 7, 2017
<b>Maturity Date:</b>	August 7, 2020
<b>Interest Rate Basis:</b>	Three-month LIBOR
<b>Spread to LIBOR:</b>	+ 80 bps
<b>Interest Payment Dates:</b>	February 7, May 7, August 7 and November 7, beginning November 7, 2017
<b>Interest Rate Determination:</b>	Three-month LIBOR, determined as of two London business days prior to the settlement date or the relevant interest reset date, as applicable, plus 0.800% per annum
<b>Interest Reset Dates:</b>	Quarterly on February 7, May 7, August 7 and November 7, commencing on November 7, 2017
<b>Initial Interest Reset Period:</b>	Period from and including August 7, 2017 to but excluding the first interest reset date

Edgar Filing: General Motors Co - Form FWP

<b>Day Count Convention:</b>	Actual / 360
<b>Redemption:</b>	The notes shall not be redeemable prior to their maturity
<b>Regular Record Dates:</b>	15 calendar days prior to each interest payment date
<b>Calculation Agent:</b>	The Bank of New York Mellon
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Expected Ratings*:</b>	Baa3 by Moody's Investors Service, Inc.  BBB by Standard & Poor's Ratings Services  BBB by Fitch Ratings
<b>CUSIP / ISIN:</b>	37045VAM2 / US37045VAM28

**Terms Applicable to the  
4.200% Senior Notes due 2027**

<b>Title of Securities:</b>	4.200% Senior Notes due 2027
<b>Security Type:</b>	Senior Unsecured Notes
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	99.852%, plus accrued and unpaid interest, if any, from August 7, 2017
<b>Maturity Date:</b>	October 1, 2027
<b>Coupon (Interest Rate):</b>	4.200% per year
<b>Yield to Maturity:</b>	4.217%
<b>Spread to Benchmark Treasury:</b>	+ 195 bps
<b>Benchmark Treasury:</b>	2.375% due May 15, 2027
<b>Benchmark Treasury Price and Yield:</b>	100-30; 2.267%
<b>Interest Payment Dates:</b>	April 1 and October 1, beginning April 1, 2018
<b>Record Dates:</b>	March 15 and September 15
<b>Day Count Convention:</b>	30 / 360
<b>Make-whole Call:</b>	T+30 bps prior to July 1, 2027
<b>Par Call:</b>	On or after July 1, 2027
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Expected Ratings*:</b>	Baa3 by Moody's Investors Service, Inc.  BBB by Standard & Poor's Ratings Services  BBB by Fitch Ratings
<b>CUSIP / ISIN:</b>	37045VAN0 / US37045VAN01

**Terms Applicable to the  
5.150% Senior Notes due 2038**

**Title of Securities:** 5.150% Senior Notes due 2038

Edgar Filing: General Motors Co - Form FWP

<b>Security Type:</b>	Senior Unsecured Notes
<b>Principal Amount:</b>	\$1,000,000,000
<b>Price to Public:</b>	99.937%, plus accrued and unpaid interest, if any, from August 7, 2017
<b>Maturity Date:</b>	April 1, 2038
<b>Coupon (Interest Rate):</b>	5.150% per year
<b>Yield to Maturity:</b>	5.154%
<b>Spread to Benchmark Treasury:</b>	+ 230 bps

<b>Benchmark Treasury:</b>	3.000% due February 15, 2047
<b>Benchmark Treasury Price and Yield:</b>	102-28+; 2.854%
<b>Interest Payment Dates:</b>	April 1 and October 1, beginning April 1, 2018
<b>Record Dates:</b>	March 15 and September 15
<b>Day Count Convention:</b>	30 / 360
<b>Make-whole Call:</b>	T+35 bps prior to October 1, 2037
<b>Par Call:</b>	On or after October 1, 2037
<b>Denominations:</b>	\$2,000 and integral multiples of \$1,000 in excess thereof
<b>Expected Ratings*:</b>	Baa3 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services BBB by Fitch Ratings
<b>CUSIP / ISIN:</b>	37045VAP5 / US37045VAP58

**Terms Applicable to the**

**5.400% Senior Notes due 2048**

<b>Title of Securities:</b>	5.400% Senior Notes due 2048
<b>Security Type:</b>	Senior Unsecured Notes
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	99.927%, plus accrued and unpaid interest, if any, from August 7, 2017
<b>Maturity Date:</b>	April 1, 2048
<b>Coupon (Interest Rate):</b>	5.400% per year
<b>Yield to Maturity:</b>	5.404%
<b>Spread to Benchmark Treasury:</b>	+ 255 bps
<b>Benchmark Treasury:</b>	3.000% due February 15, 2047
<b>Benchmark Treasury Price and Yield:</b>	102-28+; 2.854%
<b>Interest Payment Dates:</b>	April 1 and October 1, beginning April 1, 2018
<b>Record Dates:</b>	March 15 and September 15
<b>Day Count Convention:</b>	30 / 360
<b>Make-whole Call:</b>	T+40 bps prior to October 1, 2047

Edgar Filing: General Motors Co - Form FWP

**Par Call:** On or after October 1, 2047

**Denominations:** \$2,000 and integral multiples of \$1,000 in excess thereof

**Expected Ratings\*:** Baa3 by Moody's Investors Service, Inc.

BBB by Standard & Poor's Ratings Services

BBB by Fitch Ratings

**CUSIP / ISIN:** 37045VAQ3 / US37045VAQ32



**\*Note:** A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawn at any time.

**This communication is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer to buy securities described herein can be accepted, and no part of the purchase price thereof can be received, unless the person making such investment decision has received and reviewed the information contained in the relevant prospectus in making their investment decisions. The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 and Morgan Stanley & Co. LLC toll-free at 1-866-718-1649.**

**This communication is not intended to be a confirmation as required under Rule 10b-10 of the Securities Exchange Act of 1934. A formal confirmation will be delivered to you separately. This notice shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation or sale would be unlawful.**

**ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.**