

General Motors Co  
Form 8-K  
August 20, 2018

**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 14, 2018**

**GENERAL MOTORS COMPANY**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**300 Renaissance Center, Detroit, Michigan**

**001-34960**  
**(Commission**

**File Number)**

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

**Identification No.)**

**48265-3000**

(Address of principal executive offices)

(313) 667-1500

(Zip Code)

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.**

(a) On August 14, 2018, the Board of Directors (the Board ) of General Motors Company (the Company ) approved amendments to the Company's Bylaws (the Amended and Restated Bylaws ), which became effective immediately. The amendments include (i) changing the quorum requirement for Board committee meetings from a majority to one-third of the members (but no less than two members), (ii) revisions to the Company's indemnification provisions respecting directors, officers, and other employees, and (iii) certain other administrative clarifications and refinements.

The foregoing description of the amendments to the Amended and Restated Bylaws is qualified in its entirety by reference to the text of the Amended and Restated Bylaws. The Amended and Restated Bylaws, along with a copy marked to show changes from the prior Bylaws, are included as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**EXHIBIT**

Exhibit	Description
Exhibit 3.1	<u>General Motors Company Amended and Restated Bylaws, as amended August 14, 2018</u>
Exhibit 3.2	<u>General Motors Company Amended and Restated Bylaws of General Motors Company, marked to show amendments effective as of August 14, 2018</u>

**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)

By: /s/ Rick E. Hansen  
Rick E. Hansen  
Assistant General Counsel and  
Corporate

Secretary

Date: August 20, 2018