

General Motors Co
Form FWP
September 05, 2018

Free Writing Prospectus filed pursuant to Rule 433
Relating to the Preliminary Prospectus Supplement
dated September 5, 2018 to the Prospectus dated
February 7, 2017. Registration Statement
No. 333-215924

PRICING TERM SHEET

Dated as of September 5, 2018

GENERAL MOTORS COMPANY

Floating Rate Senior Notes due 2021

5.000% Senior Notes due 2028

5.950% Senior Notes due 2049

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 September 5, 2018 (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

| | |
|-------------------------------------|---------------------------------------------------------------------------------------|
| Issuer: | General Motors Company |
| Trade Date: | September 5, 2018 |
| Settlement Date: | September 10, 2018 (T+3)* |
| Joint Book-Running Managers: | Barclays Capital Inc. Deutsche Bank Securities Inc. SG Americas Securities, LLC |

Joint Lead Managers:

Citigroup Global Markets Inc.

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

BNP Paribas Securities Corp.

Commerz Markets LLC

Goldman Sachs & Co. LLC

ICBC Standard Bank Plc

Lloyds Securities Inc.

Morgan Stanley & Co. LLC

Co-Managers:

BBVA Securities Inc.

Mizuho Securities USA LLC

NatWest Markets Securities Inc.

UniCredit Capital Markets LLC

RBC Capital Markets, LLC

Santander Investment Securities Inc.

SMBC Nikko Securities America, Inc.

Academy Securities, Inc.

Guzman & Company

Siebert Cisneros Shank & Co., L.L.C.

**Terms Applicable to the
Floating Rate Senior Notes due 2021**

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|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Title of Securities: | Floating Rate Senior Notes due 2021 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$450,000,000 |
| Price to Public: | 100.000%, plus accrued and unpaid interest, if any, from September 10, 2018 |
| Maturity Date: | September 10, 2021 |
| Interest Rate Basis: | Three-month LIBOR |
| Spread to LIBOR: | + 90 bps |
| Interest Payment Dates: | March 10, June 10, September 10 and December 10, beginning December 10, 2018 |
| Interest Rate Determination: | Three-month LIBOR, determined as of two London business days prior to the settlement date or the relevant interest reset date, as applicable, plus 0.900% per annum |
| Interest Reset Dates: | Quarterly on March 10, June 10, September 10 and December 10, commencing on December 10, 2018 |
| Initial Interest Reset Period: | Period from and including September 10, 2018 to but excluding the first interest reset date |
| Day Count Convention: | Actual / 360 |
| Redemption: | The notes shall not be redeemable prior to their maturity |
| Regular Record Dates: | 15 calendar days prior to each interest payment date |
| Calculation Agent: | The Bank of New York Mellon |
| 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: | 37045V AR1 / US37045VAR15 |

**Terms Applicable to the
5.000% Senior Notes due 2028**

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|-----------------------------|----------------------------------------------------------------------------|
| Title of Securities: | 5.000% Senior Notes due 2028 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$750,000,000 |
| Price to Public: | 99.965%, plus accrued and unpaid interest, if any, from September 10, 2018 |

| | |
|--------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| Maturity Date: | October 1, 2028 |
| Coupon (Interest Rate): | 5.000% per year |
| Yield to Maturity: | 5.004% |
| Spread to Benchmark Treasury: | + 210 bps |
| Benchmark Treasury: | 2.875% due August 15, 2028 |
| Benchmark Treasury Price and Yield: | 99-24; 2.904% |
| Interest Payment Dates: | April 1 and October 1, beginning April 1, 2019 |
| Record Dates: | March 15 and September 15 |
| Day Count Convention: | 30 / 360 |
| Make-whole Call: | T+35 bps prior to July 1, 2028 |
| Par Call: | On or after July 1, 2028 |
| 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: | 37045V AS9 / US37045VAS97 |

**Terms Applicable to the
5.950% Senior Notes due 2049**

| | |
|--------------------------------------|----------------------------------------------------------------------------|
| Title of Securities: | 5.950% Senior Notes due 2049 |
| Security Type: | Senior Unsecured Notes |
| Principal Amount: | \$900,000,000 |
| Price to Public: | 99.966%, plus accrued and unpaid interest, if any, from September 10, 2018 |
| Maturity Date: | April 1, 2049 |
| Coupon (Interest Rate): | 5.950% per year |
| Yield to Maturity: | 5.952% |
| Spread to Benchmark Treasury: | + 287.5 bps |

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Benchmark Treasury: 3.125% due May 15, 2048
Benchmark Treasury Price and Yield: 100-29+; 3.077%
Interest Payment Dates: April 1 and October 1, beginning April 1, 2019
Record Dates: March 15 and September 15
Day Count Convention: 30 / 360
Make-whole Call: T+45 bps prior to October 1, 2048

Par Call: On or after October 1, 2048

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: 37045 AT7 / US37045VAT70

*** Under Rule 15c6-1 of the Exchange Act, trades in the secondary market are generally required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of pricing will be required, by virtue of the fact that the notes initially will settle T + 3, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of pricing should consult their own advisor.**

**** 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.

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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.

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