

Edgar Filing: GENERAL MOTORS CORP - Form 425

GENERAL MOTORS CORP  
Form 425  
April 29, 2009  
Filed by General Motors Corporation

Pursuant to Rule 425 under the Securities Act of 1933

Subject Company: General Motors Corporation  
Commission File No.: 001-00043

A registration statement relating to the securities offered in the exchange offers has been filed with the U.S. Securities and Exchange Commission ("SEC") but has not yet become effective. The securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The exchange offers and consent solicitations (as described below) are being made to holders of old notes (as set forth in the table below entitled "Series of Old Notes") solely upon the terms and subject to the conditions set forth in the Registration Statement on Form S-4 dated April 27, 2009, which includes a combined prospectus and proxy statement and information in accordance with the disclosure requirements of the tender offer rules of the SEC, and the related letter of transmittal (or form of electronic instruction notice, in the case of old notes held through Euroclear or Clearstream), as each may be amended from time to time (collectively, the "Prospectus Documents"). GM strongly encourages you to carefully read the Prospectus Documents, together with the Schedule TO relating to the exchange offers (including all amendments and supplements thereto), that have been filed (or will be filed) with the SEC, because they contain important information. Noteholders can access free copies of the Prospectus Documents and the Schedule TO at the SEC's website (at [www.sec.gov](http://www.sec.gov)), and at GM's website (at [http://www.gm.com/corporate/investor\\_information](http://www.gm.com/corporate/investor_information)). Any requests for paper copies of the Prospectus Documents and/or the Schedule TO should be directed to the Solicitation and Information Agent whose contact information is set forth at the end of this notice. GM and its directors and executive officers and other members of management and employees may be deemed participants in the solicitation of proxies with respect to the consent solicitations. Information regarding the interests of these directors and executive officers and other members of management and employees in the consent solicitations will be included in the documents described above. Additional information, including information regarding GM's directors and executive officers, is available in GM's Annual Report on Form 10-K, which was filed with the SEC on March 5, 2009 and can be obtained without charge at [www.sec.gov](http://www.sec.gov). The exchange offers and consent solicitations are not being made to (nor will tenders be accepted from or on behalf of) holders of old notes in any jurisdiction where the offers or the acceptance thereof would not be in compliance with the securities or other laws of such jurisdiction.

**\$27,200,760,650**

**Exchange Offers and Consent Solicitations**

**for any and all of the Outstanding Series of Old Notes set forth below**

**EACH OF THE EXCHANGE OFFERS (AS DEFINED BELOW) WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON MAY 26, 2009, UNLESS EXTENDED BY GM (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED, THE "EXPIRATION DATE"). WITH RESPECT TO ANY SERIES OF OLD NOTES (AS DEFINED BELOW), TENDERS MAY NOT BE WITHDRAWN AFTER 11:59 P.M., NEW YORK CITY TIME, ON MAY 26, 2009 (SUCH DATE AND TIME, AS THE SAME MAY BE EXTENDED, THE "WITHDRAWAL DEADLINE"), EXCEPT IN LIMITED CIRCUMSTANCES AS SET FORTH IN THE PROSPECTUS DOCUMENTS.**

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Upon the terms and subject to the conditions set forth in the Prospectus Documents, General Motors Corporation (“GM”) is offering to exchange (the “exchange offers”) 225 shares of GM common stock for each 1,000 U.S. dollar equivalent of principal amount (or accreted value as of the