

General Motors Co
Form 4/A
December 22, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Canada GEN Investment Corp

2. Issuer Name and Ticker or Trading Symbol
General Motors Co [GM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1240 BAY STREET, SUITE 302

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2014

____ Director
____ Officer (give title below)
 10% Owner
 Other (specify below)
See Remarks

TORONTO, A6 M5R 2A7

4. If Amendment, Date Original Filed(Month/Day/Year)
12/22/2014

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/22/2014 | | J | | 36,694,915 | D | \$ 0 (2) |
| | | | | | 73,389,831 | D | (1) (2) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Canada GEN Investment Corp 1240 BAY STREET, SUITE 302 TORONTO, A6 M5R 2A7 | | X | | See Remarks |
| Canada Development Investment Corp 1240 BAY STREET, SUITE 302 TORONTO, A6 M5R 2A7 | | X | | See Remarks |

Signatures

/s/ Michael Carter, Canada GEN Investment Corporation
 **Signature of Reporting Person
 Date 12/22/2014

/s/ Michael Carter, Canada Development Investment Corporation
 **Signature of Reporting Person
 Date 12/22/2014

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned directly by Canada GEN Investment Corporation ("Canada GEN"), which is a wholly-owned subsidiary of Canada Development Investment Corporation. Canada Development Investment Corporation is an indirect beneficial owner of the reported securities. Canada Development Investment Corporation is a Canadian federal Crown corporation, meaning that it is a business corporation established under the Canada Business Corporations Act, owned by the federal Government of Canada.
- (2) On December 22, 2014, Canada GEN paid a dividend in kind of the number of shares of Common Stock reported in Section 4 of Table I to Canada Development Investment Corporation, which dividend was delivered, at the direction of Canada Development Investment Corporation and the Government of Canada, to Her Majesty the Queen in Right of the Province of Ontario, as represented by the Minister of Finance. In connection with such transfer, the arrangement between the Government of Canada and the Province of Ontario pursuant to which the Government of Canada had committed to provide the Province of Ontario with one-third of the net proceeds from

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the sale of any Common Stock held by Canada GEN and one-third of any dividends received by Canada GEN, less certain costs, was terminated.

Remarks:

The reporting persons may be deemed to be a member of a "group" for purposes of the Securities Exchange Act of 1934, as an

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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