

GENERAL MOTORS CORP  
Form 8-K  
July 08, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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) June 30, 2009**

**GENERAL MOTORS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**1-43**  
(Commission File Number)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**38-0572515**  
(I.R.S. Employer  
Identification No.)

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**300 Renaissance Center, Detroit, Michigan**  
(Address of Principal Executive Offices)  
**(313) 556-5000**

**48265-3000**  
(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))

**ITEM 1.01 Entry into a Material Definitive Agreement**

**ITEM 1.03 Bankruptcy or Receivership**

On June 30, 2009 and July 5, 2009, respectively, General Motors Corporation and the other parties to that certain Amended and Restated Master Sale and Purchase Agreement dated June 26, 2009 (the Purchase Agreement ) entered into a First Amendment to Amended and Restated Master Sale and Purchase Agreement (the First Amendment ) and a Second Amendment to Amended and Restated Master Sale and Purchase Agreement (the Second Amendment ). The First Amendment and the Second Amendment are incorporated herein by reference and are attached hereto as Exhibits 2.1 and 2.2, respectively.

**ITEM 9.01 Financial Statements and Exhibits**

**Number Description**

- |     |   |
|-----|---|
| 2.1 | First Amendment to Amended and Restated Master Sale and Purchase Agreement, dated June 30, 2009, by and among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation, Chevrolet-Saturn of Harlem, Inc. and NGMCO, Inc. |
| 2.2 | Second Amendment to Amended and Restated Master Sale and Purchase Agreement, dated July 5, 2009, by and among General Motors Corporation, Saturn LLC, Saturn Distribution Corporation, Chevrolet-Saturn of Harlem, Inc. and NGMCO, Inc. |

**SIGNATURES**

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 CORPORATION  
(Registrant)

July 8, 2009  
(Date)

By: /s/ Nick S. Cyprus  
Nick S. Cyprus  
Controller and Chief Accounting Officer

**EXHIBIT INDEX**

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