

GENERAL MOTORS CORP  
Form 8-K  
July 02, 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 26, 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.)

**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)

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- “ 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 26, 2009, General Motors Corporation and the other parties to that certain Master Sale and Purchase Agreement dated June 1, 2009 (the Purchase Agreement ) entered into an Amended and Restated Master Sale and Purchase Agreement (the Amended Purchase Agreement ), which amended and restated the Purchase Agreement in its entirety. The Amended Purchase Agreement is incorporated herein by reference and is attached hereto as Exhibit 2.1.

**ITEM 9.01 Financial Statements and Exhibits**

| <b>Number</b> | <b>Description</b> |
|---------------|--------------------|
|---------------|--------------------|

|     |                                                                                                                                                                                                                      |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1 | Amended and Restated Master Sale and Purchase Agreement, dated June 26, 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 2, 2009  
(Date)

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

**EXHIBIT INDEX**

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