

GENERAL MOTORS CORP

Form 8-K

December 30, 2003

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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) December 22, 2003

GENERAL MOTORS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

STATE OF DELAWARE

38-0572515

(State or other jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

300 Renaissance Center, Detroit, Michigan

48265-3000

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code **(313) 556-5000**

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SIGNATURES

EXHIBIT INDEX

First GM Charter Amendment

Second GM Charter Amendment

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On December 22, 2003, General Motors Corporation (GM), Hughes Electronics Corporation (Hughes) and The News Corporation Limited (News Corporation) completed a series of transactions pursuant to which (1) Hughes was split off from GM (the Split-Off) through the exchange of one share of common stock, par value \$0.01 per share, of Hughes, for, and in redemption of, each outstanding share of Class H Common Stock, par value \$0.10 per share, of GM (GM Class H common stock) ; (2) simultaneously with the Split-Off, GM sold and News Publishing Australia Limited (NPAL), a wholly owned subsidiary of News Corporation, purchased all of GM 's shares of Class B common stock, par value \$0.01 per share, of Hughes, representing about 19.8% of the outstanding common stock of Hughes and GM 's retained economic interest in Hughes immediately prior to the Split-Off (the Stock Sale); and (3) immediately following the consummation of the Split-Off and the Stock Sale, NPAL acquired an additional approximately 14.2% of the outstanding common stock of Hughes through a merger of GMH Merger Sub, Inc., a wholly owned subsidiary of NPAL, with and into Hughes, with Hughes continuing as the surviving corporation. On December 22, 2003, in order to provide GM the ability to implement the Split-Off, GM filed with the Delaware Secretary of State an amendment to Article Fourth of the GM restated certificate of incorporation (the First GM Charter Amendment). On December 22, 2003, in order to eliminate certain provisions relating to the GM Class H common stock after completion of the transactions, GM filed with the Delaware Secretary of State another amendment to Article Fourth of the GM restated certificate of incorporation (the Second GM Charter Amendment). A copy of the First GM Charter Amendment and the Second GM Charter Amendment are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|--|
| 99.1 | First GM Charter Amendment, dated December 21, 2003 and filed with the Delaware Secretary of State on December 22, 2003 |
| 99.2 | Second GM Charter Amendment, dated December 22, 2003 and filed with the Delaware Secretary of State on December 22, 2003 |

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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)

Date: December 30, 2003

By: /s/ PETER R. BIBLE

(Peter R. Bible, Chief Accounting Officer)

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