Fisher David
Form 4
November 14, 2017

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fisher David

(Last) (First) (Middle)

C/O GRUBHUB INC., 111 W. WASHINGTON ST., SUITE 2100

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GrubHub Inc. [GRUB]

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

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	11/11/2017		M		139	A	(1)	833	D	

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

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SEC 1474 (9-02)

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 Derivat Securit (Instr. 5
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	11/11/2017		M			139	(3)	(3)	Common Stock	139	$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fisher David C/O GRUBHUB INC. 111 W. WASHINGTON ST., SUITE 2100 CHICAGO, IL 60602	X			

Signatures

/s/ Margo Drucker, as Attorney-in-Fact for David Fisher	11/14/2017
**Signature of Reporting Person	Date

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)** One share of common stock was issued upon the vesting of each Restricted Stock Unit ("RSU").
- **(2)** Each RSU represents a contingent right to receive a share of common stock or, at the option of the Compensation Committee, cash of equivalent value.
- **(3)** On May 11, 2017, the Reporting Person was granted 1,667 RSUs, which has vested or will vest in equal amounts on the 11th calendar day of each month for the 12 consecutive months beginning on June 11, 2017, subject to his or her continued status as a service provider.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tyle="text-align:right;font-size:7pt;">4,027

Trading marketable securities, liquidations
3,727

—

3,727

1,694

—

1,694

Acquisition of companies, net of cash acquired
(1
)

—

(1
)

56

—

56

Proceeds from sale of business units/investments, net of cash disposed
(82
)

—

(82
)

—

—

—

Increase in restricted cash and marketable securities
(69

)

(105
)

(174
)

(75
)

(101
)

(176
)
Decrease in restricted cash and marketable securities
166

22

188

152

163

315

Purchases and funding of finance receivables
—

(2,374
)

(2,374
)

—

(1,369
)

(1,369

)
Principal collections and recoveries on finance receivables
—

1,861

1,861

—

1,016

1,016

Purchases of leased vehicles, net
—

(478
)

(478
)

—

(304
)

(304
)
Proceeds from termination of leased vehicles
—

37

37

1

7

8

Other investing activities
78

—

78

(25
)

26

1

Net cash provided by (used in) investing activities
528

(1,038
)

(510
)

(726
)

(566
)

(1,292
)
Cash flows from financing activities

Net increase (decrease) in short-term debt
50

—

50

(146
)

—

(146
)
Proceeds from issuance of debt (original maturities greater than three months)
158

3,384

3,542

140

2,254

2,394

Payments on debt (original maturities greater than three months)
(183
)

(1,001
)

(1,184
)

(110
)

(1,947

)

(2,057
)
Dividends paid
(218
)

—

(218
)

(217
)

—

(217
)
Other financing activities
(10
)

(13
)

(23
)

3

(5
)

(2
)
Net cash provided by (used in) financing activities
(203
)

2,370

2,167

(330

)

302

(28
)
Effect of exchange rate changes on cash and cash equivalents
(254
)

(1
)

(255
)

127

1

128

Net transactions with Automotive/GM Financial
(1
)

1

—

(73
)

73

—

Net increase in cash and cash equivalents
613

1,608

2,221

1,270

37

1,307

Cash and cash equivalents at beginning of period
17,133

1,289

18,422

15,499

572

16,071

Cash and cash equivalents at end of period
$
17,746

$
2,897

$
20,643

$
16,769

$
609

$
17,378

Automotive

Available Liquidity

Total available liquidity includes cash, cash equivalents, current marketable securities and funds available under credit facilities. At March 31, 2013 our available liquidity was $35.3 billion, including funds available under credit facilities of $11.0 billion. The amount of available liquidity is subject to intra-month and seasonal fluctuations and includes balances held by various business units and subsidiaries worldwide that are needed to fund their operations.

We manage our liquidity primarily at our treasury centers as well as at certain of our significant consolidated overseas subsidiaries. Available liquidity held within North America and at our regional treasury centers represented approximately 83% of our available liquidity at March 31, 2013. A portion of our available liquidity includes amounts deemed indefinitely reinvested in our foreign subsidiaries. We have used and will continue to use other methods including intercompany loans to utilize these funds across our global operations as needed.

Our cash equivalents and marketable securities balances include investments in U.S. government and agency obligations, foreign government securities, time deposits and certificates of deposits and corporate debt securities, and are primarily denominated in U.S. Dollars. We expect to maintain a sufficient amount of Canadian Dollar (CAD) denominated cash investments to offset certain CAD denominated liabilities, which primarily relate to pension and other postretirement benefits liabilities. These cash investments will incur foreign currency exchange gains or losses based on the movement of the CAD in relation to the U.S. Dollar and will therefore reduce our net CAD foreign currency exchange exposure. We held cash investments in CAD denominated securities of $3.2 billion at March 31, 2013. These funds continue to be available to fund our normal ongoing operations and are included in our available liquidity.

Our investment guidelines, which we may change from time to time, prescribe certain minimum credit rating thresholds and limit our exposures to any particular sector, asset class, issuance or security type. Substantially all of our current investments in debt securities are with A/A2 or better rated issuers. We actively monitor and manage our liquidity exposure to Europe which is related primarily to short-term bank deposits and short-term debt securities of high-quality European issuers. The following table summarizes our liquidity (dollars in millions):

	March 31, 2013	December 31, 2012
Cash and cash equivalents	$17,746	$17,133
Marketable securities	6,560	8,988
Available liquidity	24,306	26,121
Available under credit facilities	11,003	11,119
Total available liquidity	$35,309	$37,240

In the three months ended March 31, 2013 total available liquidity decreased by $1.9 billion due primarily to: (1) capital expenditures of $1.9 billion; (2) decrease in cash balances due to unfavorable foreign exchange of $0.3 billion; and (3) cash used in financing activities of $0.2 billion relating primarily to dividend payments on our preferred shares; partially offset by (4) cash provided by operating activities of $0.5 billion.

Credit Facilities

We use credit facilities as a mechanism to provide additional flexibility in managing our global liquidity and to fund working capital needs at certain of our subsidiaries. The following table summarizes our credit facilities (dollars in millions):

	Total Credit Facilities		Amounts Available Under Credit Facilities	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
Secured revolving credit facilities	$11,000	$11,000	$10,656	$10,793
Other(a)	500	415	347	326
Total	$11,500	$11,415	$11,003	$11,119

(a) Includes an unutilized credit facility of $200 million that we terminated in April 2013.

Our primary borrowing capacity under credit facilities comes from our secured revolving credit facilities comprising a three-year, $5.5 billion facility and a five-year, $5.5 billion facility. Obligations under the secured revolving credit facilities are guaranteed by certain of our domestic subsidiaries and secured by a substantial portion of our domestic assets excluding cash, cash equivalents, marketable securities and GM Financial. Availability under the secured revolving credit facilities is subject to borrowing base restrictions.

The three-year, $5.5 billion facility is available to GM Financial as well as other certain wholly-owned domestic and international subsidiaries. The facility includes various sub-limits including a GM Financial borrowing sub-limit of $4.0 billion, a multi-currency borrowing sub-limit of $3.5 billion, a Brazilian Real borrowing sub-limit of $0.5 billion, and a letter of credit sub-facility limit of $1.5 billion. At March 31, 2013 GM Financial has not borrowed under the three-year $5.5 billion facility. We had amounts in use under the letter of credit sub-facility of $0.3 billion at March 31, 2013. We may borrow against this facility from time to time for strategic initiatives and for general corporate purposes.

The five-year, $5.5 billion facility is not available to GM Financial and allows for borrowings in U.S. Dollars and other currencies and includes a letter of credit sub-limit of $0.5 billion. While we do not expect to draw on the five-year facility, it provides additional liquidity, financing flexibility and is available for general corporate purposes.

Cash Flow

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GENERAL MOTORS COMPANY AND SUBSIDIARIES

Operating Activities

In the three months ended March 31, 2013 net cash provided by operating activities decreased by $1.7 billion due primarily to: (1) lower net income excluding non-cash charges relating to depreciation, amortization and impairment charges of $0.8 billion; (2) unfavorable daily rental car activities of $0.4 billion; (3) unfavorable changes in working capital of $0.3 billion; and (4) unfavorable movements in dealer and customer allowances of $0.3 billion.

Investing Activities

In the three months ended March 31, 2013 net cash provided by investing activities was $0.5 billion compared to net cash used in investing activities of $0.7 billion in the three months ended March 31, 2012 due primarily to: (1) proceeds in excess of new investments in marketable securities of $1.2 billion as we reinvested maturing marketable securities in shorter-term cash equivalents to rebalance our investment portfolio in the normal course of business; and (2) decreased capital expenditures of $0.1 billion.

Financing Activities

In the three months ended March 31, 2013 net cash used in financing activities decreased by $0.1 billion due primarily to: (1) net increase in short-term debt facilities of $0.2 billion; partially offset by (2) additional payments on debt obligations of $0.1 billion.

Free Cash Flow and Adjusted Free Cash Flow

Management believes free cash flow and adjusted free cash flow provide meaningful supplemental information regarding the liquidity of our automotive operations and our ability to generate sufficient cash flow above those required in our business to sustain our operations. We measure free cash flow as cash flow from operations less capital expenditures. We measure adjusted free cash flow as free cash flow adjusted for certain voluntary management actions, primarily related to strengthening our balance sheet. These voluntary management actions represent items that management does not consider when assessing and managing the operational and financial performance of the organization and its management teams. Management believes that adjusting for these actions allows for greater transparency of operating trends and performance between periods. While management believes that free cash flow and adjusted free cash flow provide useful information, they are not operating measures under U.S. GAAP and there are limitations associated with their use. Our calculation of free cash flow and adjusted free cash flow may not be completely comparable to similarly titled measures of other companies due to potential differences between companies in the method of calculation. As a result the use of free cash flow and adjusted free cash flow has limitations and should not be considered in isolation from, or as a substitute for, other measures such as cash flows from operating activities. Due to these limitations, free cash flow and adjusted free cash flow are used as supplements to U.S. GAAP measures. The following table summarizes free cash flow and adjusted free cash flow (dollars in millions):

	Three Months Ended	
	March 31, 2013	March 31, 2012
Operating cash flow	$543	$2,272
Less: capital expenditures	(1,939)	(1,990)
Free cash flow	(1,396)	282
Adjustments for voluntary management actions	71	—
Adjusted free cash flow	$(1,325)	$282

In the three months ended March 31, 2013 adjustments for voluntary management actions included contributions to the U.S. salaried pension plan of $0.1 billion.

Automotive Financing - GM Financial

Liquidity Overview

GM Financial's primary sources of cash are finance charge income, servicing fees, net distributions from securitization trusts, borrowings under credit facilities, transfers of finance receivables to trusts in securitization transactions, collections and recoveries on finance receivables and net proceeds from senior notes transactions. GM Financial's primary uses of cash are purchases of finance receivables and leased assets, funding of commercial finance receivables, repayment of credit facilities, securitization of

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GENERAL MOTORS COMPANY AND SUBSIDIARIES

notes payable and other indebtedness, funding credit enhancement requirements for securitization transactions and credit facilities and operating expenses. GM Financial continues to monitor and evaluate opportunities to optimize its liquidity position and the mix of its debt, which could include future opportunistic repayments or borrowings.

GM Financial used cash of $1.4 billion and $1.4 billion for the purchase of consumer finance receivables and $0.5 billion and $0.3 billion for the purchase of leased vehicles in the three months ended March 31, 2013 and 2012. GM Financial used cash of $1.0 billion for the funding of commercial finance receivables in the three months ended March 31, 2013. These purchases were funded initially utilizing cash and borrowings under credit facilities and subsequently funded in securitization transactions. GM Financial received cash of $1.9 billion and $1.0 billion from collections and recoveries on finance receivables in the three months ended March 31, 2013 and 2012.

Available Liquidity

The following table summarizes GM Financial's available liquidity (dollars in millions):

	March 31, 2013	December 31, 2012
Cash and cash equivalents	$2,897	$1,289
Borrowing capacity on unpledged eligible receivables	64	706
Borrowing capacity on unpledged eligible leased assets	44	643
Available liquidity	$3,005	$2,638

The increase in liquidity is due primarily to the addition of a warehouse credit facility to fund GM Financial's commercial lending assets.

Subsequent to March 31, 2013, in connection with the acquisition of certain of Ally Financial's European and Latin American automotive finance operations discussed above, GM Financial received a capital contribution from us of $1.3 billion and an intercompany loan of $0.8 billion and utilized $1.6 billion of its liquidity.

As previously described, GM Financial has the ability to borrow up to $4.0 billion against our three-year $5.5 billion secured revolving credit facility. GM Financial's borrowings under the facility are limited by our ability to borrow the entire amount available under the facility. Therefore GM Financial may be able to borrow up to $4.0 billion or may be unable to borrow depending on our borrowing activity. If GM Financial does borrow under the facility it expects such borrowings would be short-term in nature. Neither GM Financial, nor any of its subsidiaries, guarantee any obligations under this facility and none of its subsidiaries' assets secure this facility.

Credit Facilities

In the normal course of business, in addition to using available cash, GM Financial pledges receivables to and borrows under credit facilities to fund operations and repays these borrowings as appropriate under GM Financial's cash management strategy.

The following table summarizes those credit facilities (dollars in millions):

	March 31, 2013		December 31, 2012	
	Facility Amount	Advances Outstanding	Facility Amount	Advances Outstanding
Syndicated warehouse facility(a)	$2,500	$ 948	$2,500	$ —

U.S. lease warehouse facility(b)	$1,200	864	$600	—
U.S. floor plan warehouse facility(c)	$1,000	500		
Canada lease warehouse facility(d)	$787	407	$803	354
Total		$ 2,719		$ 354

____

(a) In May 2013 when the revolving period ends, and if the facility is not renewed, the outstanding balance will be repaid over time based on the amortization of the receivables pledged until February 2020 when the remaining balance will be due and payable.

(b) In January 2013 GM Financial extended the maturity date of this facility to May 2014. In May 2014 when the revolving period ends, and if the facility is not renewed, the outstanding balance will be repaid over time based on the amortization of the related leased assets pledged until November 2019 when any remaining amount outstanding will be due and payable.

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(c) In March 2013 we entered into a $1.0 billion floorplan facility in the U.S. In March 2014 when the revolving period ends, and if the facility is not renewed, the outstanding balance will be repaid in fixed amounts over a six month period with a final maturity in August 2014.

(d) In July 2013 when the revolving period ends, and if the facility is not renewed, the outstanding balance will be repaid over time based on the amortization of the related leased assets pledged until January 2019 when any remaining balance will be due and payable. The facility amount represents CAD $800 million at March 31, 2013 and December 31, 2012, and the advances outstanding amount represents CAD $414 million and CAD $353 million at March 31, 2013 and December 31, 2012.

GM Financial is required to hold certain funds in restricted cash accounts to provide additional collateral for borrowings under the credit facilities. GM Financial's funding agreements contain various covenants requiring minimum financial ratios, asset quality and portfolio performance ratios (portfolio net loss and delinquency ratios, and pool level cumulative net loss ratios) as well as limits on deferment levels. Failure to meet any of these covenants could result in an event of default under these agreements. If an event of default occurs under these agreements, the lenders could elect to declare all amounts outstanding under these agreements to be immediately due and payable, enforce their interests against collateral pledged under these agreements, restrict GM Financial's ability to obtain additional borrowings and/or remove GM Financial as servicer. As of March 31, 2013 GM Financial was in compliance with all covenants in its credit facilities.

Guarantees Provided to Third Parties

We have provided guarantees related to the residual value of operating leases, certain suppliers' commitments, certain product-related claims and third party commercial loans and other obligations. The maximum potential obligation under these commitments was $23.1 billion and $23.5 billion at March 31, 2013 and December 31, 2012.

Refer to Note 17 to our condensed consolidated financial statements for additional information on guarantees we have provided.

Fair Value Measurements

Refer to Note 16 to our condensed consolidated financial statements for information regarding derivative fair value measurements.

Dividends

The declaration of any dividend on our common stock is a matter to be acted upon by our Board of Directors in its sole discretion. Since our formation we have not paid any dividends on our common stock and have no current plans to pay any dividends on our common stock. Our payment of dividends on our common stock in the future, if any, will be determined by our Board of Directors in its sole discretion out of funds legally available for that purpose and will depend on business conditions, our financial condition, earnings, liquidity and capital requirements, the covenants in our debt instruments and other factors.

So long as any share of our Series A or B Preferred Stock remains outstanding, no dividend or distribution may be declared or paid on our common stock unless all accrued and unpaid dividends have been paid on our Series A and B Preferred Stock, subject to exceptions, such as dividends on our common stock payable solely in shares of our common stock. Our secured revolving credit facility contains certain restrictions on our ability to pay dividends, subject to exceptions, such as dividends payable solely in shares of our common stock. So long as any share of our Series A Preferred Stock remains outstanding, no dividend or distribution may be declared or paid on our Series B Preferred Stock unless all accrued and unpaid dividends have been paid on our Series A Preferred Stock, subject to exceptions, such as dividends on our Series B Preferred Stock payable solely in shares of our common stock.

The following table summarizes dividends paid on our Series A and B Preferred Stock (dollars in millions):

	Three Months Ended	
	March 31, 2013	March 31, 2012
Series A Preferred Stock	$155	$155
Series B Preferred Stock(a)	60	60
Total Preferred Stock dividends paid	$215	$215

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(a) Cumulative unpaid dividends on our Series B Preferred Stock were $20 million at March 31, 2013 and 2012.

Employees

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At March 31, 2013 we employed 217,000 employees of whom 145,000 (67%) were hourly employees and 72,000 (33%) were salaried employees. The following table summarizes worldwide employment (in thousands):

	March 31, 2013	December 31, 2012
GMNA(a)	105	101
GME	36	37
GMIO	39	39
GMSA	33	32
GM Financial	4	4
Total worldwide	217	213
U.S. - Salaried(a)	33	30
U.S. - Hourly	50	50

(a) Headcount increased primarily due to the insourcing of certain information technology support functions that were previously provided by outside parties.

Critical Accounting Estimates

The condensed consolidated financial statements are prepared in conformity with U.S. GAAP, which requires the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses in the periods presented. We believe that the accounting estimates employed are appropriate and resulting balances are reasonable; however, due to inherent uncertainties in making estimates, actual results could differ from the original estimates requiring adjustments to these balances in future periods. The critical accounting estimates that affect the condensed consolidated financial statements and the judgments and assumptions used are consistent with those described in the MD&A section in our 2012 Form 10-K.

Forward-Looking Statements

In this report and in reports we subsequently file and have previously filed with the SEC on Forms 10-K and 10-Q and file or furnish on Form 8-K, and in related comments by our management, we use words like “anticipate,” “approximately,” “believe,” “continue,” “could,” “designed,” “effect,” “estimate,” “evaluate,” “expect,” “forecast,” “goal,” “in “may,” “objective,” “outlook,” “plan,” “potential,” “priorities,” “project,” “pursue,” “seek,” “should,” “target,” “when,” “woul of any of those words or similar expressions to identify forward-looking statements that represent our current judgment about possible future events. In making these statements we rely on assumptions and analyses based on our experience and perception of historical trends, current conditions and expected future developments as well as other factors we consider appropriate under the circumstances. We believe these judgments are reasonable, but these statements are not guarantees of any events or financial results, and our actual results may differ materially due to a variety of important factors, both positive and negative. These factors, which may be revised or supplemented in subsequent reports on SEC Forms 10-Q and 8-K, include among others the following:

- Our ability to realize production efficiencies and to achieve reductions in costs as a result of our restructuring initiatives and labor modifications;
- Our ability to maintain quality control over our vehicles and avoid material vehicle recalls;
-

Our ability to maintain adequate liquidity and financing sources including as required to fund our planned significant investment in new technology;

- Our ability to realize successful vehicle applications of new technology;
- Shortages of and increases or volatility in the price of oil, including as a result of political instability in the Middle East and African nations;
- Our ability to continue to attract customers, particularly for our new products, including cars and crossover vehicles;
- Availability of adequate financing on acceptable terms to our customers, dealers, distributors and suppliers to enable them to continue their business relationships with us;

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GENERAL MOTORS COMPANY AND SUBSIDIARIES

- The ability of our suppliers to deliver parts, systems and components without disruption and at such times to allow us to meet production schedules;
- Our ability to manage the distribution channels for our products;
- Our ability to successfully restructure our European operations;
- The continued availability of both wholesale and retail financing from Ally Financial and its affiliates and other finance companies in markets in which we operate to support our ability to sell vehicles, which is dependent on those entities' ability to obtain funding and their continued willingness to provide financing;
- Our continued ability to develop captive financing capability, including GM Financial;
- GM Financial's ability to successfully integrate certain Ally Financial international operations;
- Overall strength and stability of the automotive industry, both in the U.S. and in global markets, particularly Europe;
- Continued economic instability or poor economic conditions in the U.S., Europe and other global markets, including the credit markets, or changes in economic conditions, commodity prices, housing prices, foreign currency exchange rates or political stability in the markets in which we operate;
- Significant changes in the competitive environment, including the effect of competition and excess manufacturing capacity in our markets, on our pricing policies or use of incentives and the introduction of new and improved vehicle models by our competitors;
- Significant changes in economic, political and market conditions in China, including the effect of competition from new market entrants, on our vehicle sales and market position in China;
- Changes in the existing, or the adoption of new, laws, regulations, policies or other activities of governments, agencies and similar organizations, including where such actions may affect the production, licensing, distribution or sale of our products, the cost thereof or applicable tax rates;
- Costs and risks associated with litigation;
- Significant increases in our pension expense or projected pension contributions resulting from changes in the value of plan assets, the discount rate applied to value the pension liabilities or other assumption changes; and
- Changes in accounting principles, or their application or interpretation, and our ability to make estimates and the assumptions underlying the estimates, which could have an effect on earnings.

We caution readers not to place undue reliance on forward-looking statements. We undertake no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other factors that affect the subject of these statements, except where we are expressly required to do so by law.

* * * * * * *

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes in our exposure to market risk since December 31, 2012. Refer to Item 7A in our 2012 Form 10-K.

* * * * * * *

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (Exchange Act), is recorded, processed, summarized and reported within the specified time periods and accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

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Our management, with the participation of our Chairman and CEO and Senior Vice President and CFO, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Exchange Act) at March 31, 2013. Based on this evaluation required by paragraph (b) of Rules 13a-15 or 15d-15, our CEO and CFO concluded that our disclosure controls and procedures were effective as of March 31, 2013.

Changes in Internal Controls

There have not been any changes in internal control over financial reporting during the three months ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

* * * * * * *

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PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Refer to our 2012 Form 10-K for a full description of our material pending legal proceedings. There have been no material changes to the Legal Proceedings disclosed in our 2012 Form 10-K.

* * * * * * *

Item 1A. Risk Factors

We face a number of significant risks and uncertainties in connection with our operations. Our business, results of operations and financial condition could be materially adversely affected by these risk factors. There have been no material changes to the Risk Factors disclosed in our 2012 Form 10-K.
* * * * * * *

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities for Cash

No shares were repurchased in the three months ended March 31, 2013.

Other Purchases of Equity Securities

The following table summarizes our non-cash purchases of equity securities in each of the three months ended March 31, 2013:

	Total Number of Shares Purchased(a)	Average Price Paid per Share	Total Number of Shares Purchased Under the Program	Approximate Dollar Value of Shares That May Yet be Purchased Under the Program
January 1, 2013 through January 31, 2013	10,471	$28.94	N/A	N/A
February 1, 2013 through February 28, 2013	311,077	$28.62	N/A	N/A
March 1, 2013 through March 31, 2013	3,720,987	$28.03	N/A	N/A
Total	4,042,535	$28.08		

N/A = not applicable

(a) Represents shares of common stock delivered by employees or directors back to us for the payment of taxes resulting from issuance of common stock upon the vesting of Restricted Stock Units and Restricted Stock Awards relating to compensation plans and shares of common stock retained by us for the payment of the exercise price upon the exercise of warrants. Refer to Note 22 to our condensed consolidated financial statements for additional details on employee stock incentive plans and Note 24 to our consolidated financial statements in our 2012 Form 10-K for additional details on warrants issued.

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Item 6. Exhibits

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GENERAL MOTORS COMPANY AND SUBSIDIARIES

Exhibit Number	Exhibit Name	
31.1	Section 302 Certification of the Chief Executive Officer	Filed Herewith
31.2	Section 302 Certification of the Chief Financial Officer	Filed Herewith
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished with this Report
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished with this Report
32.3	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Furnished with this Report
101.INS*	XBRL Instance Document	Furnished with this Report
101.SCH*	XBRL Taxonomy Extension Schema Document	Furnished with this Report
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document	Furnished with this Report
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document	Furnished with this Report
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document	Furnished with this Report
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document	Furnished with this Report

*Submitted electronically with this Report.

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GENERAL MOTORS COMPANY AND SUBSIDIARIES

SIGNATURE

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 COMPANY
(Registrant)

By: /s/ THOMAS S. TIMKO
Thomas S. Timko, Vice President,
Controller and Chief Accounting
Officer

Date: May 9, 2013