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BY EMAIL (shareholderproposals@sec.gov)

February 3, 2021

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: General Motors Company – 2021 Annual Meeting
Omission of Shareholder Proposal of
Mr. John Chevedden

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, General Motors Company, a Delaware corporation (“GM”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with GM’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Mr. John Chevedden (the “Proponent”) from the proxy materials to be distributed by GM in connection with its 2021 annual meeting of shareholders (the “2021 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are

simultaneously sending a copy of this letter and its attachments to the Proponent as notice of GM's intent to omit the Proposal from the 2021 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to GM.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

Shareholders request that our board of directors take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to give shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any appropriate topic for written consent.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur with GM's view that the Proposal may be excluded from the 2021 proxy materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1) because the Proposal exceeds 500 words.

III. Background

GM received an initial version of the Proposal on November 4, 2020, accompanied by a cover letter (the "Cover Letter") from the Proponent, dated November 4, 2020. On November 17, 2020, GM received a letter from Fidelity Brokerage Services LLC verifying the Proponent's stock ownership (the "Broker Letter"). On December 28, 2020, the Proponent sent GM a revised version of the Proposal accompanied by a copy of the Cover Letter. On January 4, 2021, GM sent a letter to the Proponent (the "Deficiency Letter"), via email, noting that the Proposal contained more than 500 words and requesting that the Proposal be revised so that it does not exceed 500 words. GM did not receive a revised version of the Proposal. Copies of the initial Proposal, Cover Letter, Broker Letter, revised Proposal, Deficiency Letter and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1) Because the Proposal Exceeds 500 Words.

Rule 14a-8(d) provides that a proposal, including any supporting statement, may not exceed 500 words. The Staff has explained that “[a]ny statements that are, in effect, arguments in support of the proposal constitute part of the supporting statement.” See Staff Legal Bulletin No. 14 (July 13, 2001). Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal that exceeds 500 words if the proponent fails to submit a revised proposal that does not exceed 500 words, provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

On numerous occasions, the Staff has concurred that a company may exclude a proposal under Rule 14a-8(d) and Rule 14a-8(f)(1) because the proposal exceeds 500 words. See, e.g., *Danaher Corp.* (Jan. 19, 2010) (permitting exclusion of a proposal that contained more than 500 words); *Procter & Gamble Co.* (July 29, 2008) (same); *Amgen, Inc.* (Jan. 12, 2004) (same); see also *Amoco Corp.* (Jan. 22, 1997) (permitting exclusion of a proposal where the company argued that the proposal included 503 words and the proponent stated that the proposal included 501 words).

For purposes of calculating the number of words in a proposal, the Staff has indicated that hyphenated terms and words separated by a “/” should be treated as multiple words. See *Minnesota Mining & Manufacturing Co.* (Feb. 27, 2000) (permitting exclusion of a proposal that contained 504 words, but would have contained 498 words if hyphenated terms and words separated by “/” were counted as one word). Similarly, the Staff has indicated that numbers and symbols should be treated as separate words. See *Intel Corp.* (Mar. 8, 2010) (stating that, in determining that the proposal appeared to exceed the 500-word limitation, “we have counted each percent symbol and dollar sign as a separate word”); *Amgen Inc.* (Jan. 12, 2004) (counting each number and letter used to enumerate paragraphs as separate words).

Following the principles applied in the precedent described above, GM determined that the Proposal contains more than 500 words. Specifically, the Proposal contains 507 words. As part of its calculation, GM treated hyphenated words, such as “95%-support,” “88%-support,” “5-months,” “10-minutes,” “trigger-happy” and “6-times” as multiple words and “%” as a separate word. Based on this reasoned approach and consistent with Staff precedent, GM determined that the Proposal exceeds 500 words. As a result, GM sent the Deficiency Letter notifying

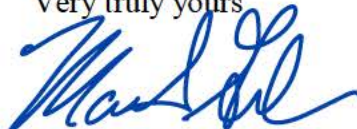
the Proponent that the Proposal exceeds 500 words. The Proponent, however, did not submit a revised Proposal. Accordingly, the Proposal may be excluded from the 2021 proxy materials pursuant to Rule 14a-8(d) and Rule 14a-8(f)(1).

V. Conclusion

Based upon the foregoing analysis, GM respectfully requests that the Staff concur that it will take no action if GM excludes the Proposal from its 2021 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of GM's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours



Marc S. Gerber

Enclosures

cc: Ann Cathcart Chaplin
Corporate Secretary and Deputy General Counsel
General Motors Company

John Chevedden

EXHIBIT A

(see attached)

From: John Chevedden ***
Sent: Wednesday, November 4, 2020 3:41 PM
To: Rick Hansen
Cc: John Kim; Kristan Miller; Scott Cross
Subject: [EXTERNAL] Rule 14a-8 Proposal (GM)``
Attachments: 04112020.pdf

ATTENTION: This email originated from outside of GM.

Mr. Hansen,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it will save you from requesting a broker letter from me.

Sincerely,
John Chevedden

Mr. Rick E. Hansen
Corporate Secretary
General Motors Company (GM)
300 Renaissance Center
Detroit, MI 48265
PH: 313-667-1500

Dear Mr. Hansen,

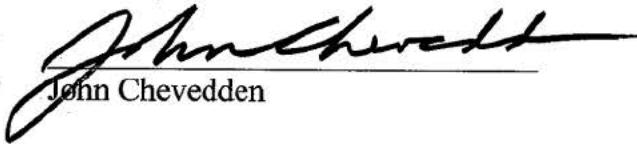
This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it will save you from requesting a broker letter from me.

Sincerely,


John Chevedden

November 4, 2020
Date

cc: John Kim <john.s.kim@gm.com>
Kristan Miller <kristan.miller@gm.com>
Scott Cross <scott.cross@gm.com>

[GM: Rule 14a-8 Proposal, November 4, 2020]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Shareholder Right to Act by Written Consent

Shareholders request that our board of directors take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This includes shareholder ability to initiate any appropriate topic for written consent.

This proposal topic won 95%-support at Dover Corporation and 88%-support at AT&T. It also won our 40% support at our 2019 annual meeting. The 40% support was likely close to majority support from shareholders who have access to independent proxy voting advice.

It is particularly important to have a shareholder right to act by written consent due to our lame right to call for a special shareholder meeting. It takes 32% of the shares, that typically cast a GM ballot, to call a shareholder special meeting.

A shareholder right to act by written consent affords GM management strong protection for any lingering status quo management mentality during the current rapidly changing business environment. Due to the low shareholder participation in annual meeting elections any action taken by written consent would still need more than 65% supermajority approval from the shares that normally cast ballots at the GM annual meeting to equal a majority from the GM shares outstanding.

A cornerstone of the 2020 management argument regarding written consent was that with special shareholder meetings shareholders can “express their views” on important shareholder proposals. This has been completely blown out of the water in 2019 when GM switched to online meetings before there was even a pandemic. Now in order to be sure of speaking at a GM annual meeting one must submit a proposal like this proposal 5-months in advance.

With the near universal use of tightly controlled online annual shareholder meetings, which can be only 10-minutes of stilted formalities, shareholders are severely restricted in deliberating and making their views known because all challenging questions and comments can be screened out by management.

For instance Goodyear management hit the mute button right in the middle of a formal shareholder proposal presentation at its 2020 shareholder meeting to bar constructive criticism.

Plus AT&T management refused to allow the proponents of shareholder proposals to read their proposals by telephone at the 2020 AT&T online annual meeting during pandemic travel restrictions.

Taking action by written consent in place of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

For instance Patricia Russo, who chaired the GM Governance Committee, received the most negative votes in 2020 – 6-times the negative votes received by Linda Gooden. Plus Ms. Russo seems to be unaware that written consent can be structured so that all shareholders receive notice.

Please vote yes:

Shareholder Right to Act by Written Consent – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

From: John Chevedden ***
Sent: Tuesday, November 17, 2020 10:04 PM
To: Kristan Miller
Cc: John Kim; Scott Cross; Rick Hansen
Subject: [EXTERNAL] Rule 14a-8 Proposal (GM) blb
Attachments: 17112020 18.pdf

ATTENTION: This email originated from outside of GM.

Dear Ms. Miller,
Please see the attached broker letter.
Please confirm receipt.
Sincerely,
John Chevedden

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045



November 13, 2020

JOHN R CHEVEDDEN

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of market close on November 12, 2020, Mr. Chevedden has continuously owned no fewer than the share quantities of the securities shown in the table below, since July 1, 2019.

Security Name	CUSIP	Trading Symbol	Share Quantity
JPMorgan Chase & Co	46625H100	JPM	50.000
CDW COP	12514G108	CDW	50.000
Amphenol Corp Class A	032095101	APH	100.000
General Motors Co	37045V100	GM	100.000
Norfolk Southn Corp	655844108	NSC	25.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number: 0226) and Fidelity Investments subsidiary. Please note that this information is unaudited and not intended to replace your monthly statements or official tax documents.

I hope you find this information helpful. If you have any questions regarding this issue or general inquiries regarding your account, please contact the Fidelity Private Client Group at 800-544-5704 for assistance.

Sincerely,

A handwritten signature in black ink that reads "Matthew Vasquez".

Matthew Vasquez
Operations Specialist

Our File: W888853-09NOV20

From: John Chevedden ***
Sent: Monday, December 28, 2020 12:32 PM
To: Rick Hansen
Cc: Scott Cross
Subject: [EXTERNAL] Re: Rule 14a-8 Center Justified Proposal Graphic (GM) John Chevedden Proposal

ATTENTION: This email originated from outside of GM.

Mr. Hansen,

This is a better copy of the center justified graphic (for proxy publication) included with the rule 14a-8 proposal.

The graphic is to be published just below the top title of the rule 14a-8 proposal.

Sincerely,

John Chevedden

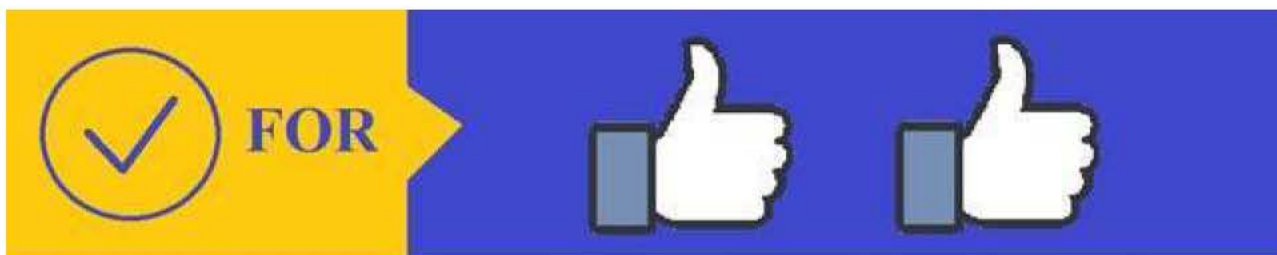
The graphic below is intended to be published with the rule 14a-8 proposal.

The graphic is to be the same size as the largest management graphic (and accompanying bold or highlighted management text with a graphic) or any highlighted management executive summary used in conjunction with a management proposal or a rule 14a-8 shareholder proposal in the 2021 proxy.

If this does not apply then the graphic would be at least the same size as the largest font management uses in the proxy.

The proponent is willing to discuss the in unison elimination of both shareholder graphic and management graphic in the proxy in regard to specific proposals.

[16] Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.



From: John Chevedden ***
Sent: Monday, December 28, 2020 11:43 PM
To: Rick Hansen
Cc: Kristan Miller; John Kim; Scott Cross
Subject: [EXTERNAL] Rule 14a-8 Proposal (GM)`` revised
Attachments: 28122020 14.pdf

ATTENTION: This email originated from outside of GM.

Mr. Hansen,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,
John Chevedden

Mr. Rick E. Hansen
Corporate Secretary
General Motors Company (GM)
300 Renaissance Center
Detroit, MI 48265
PH: 313-667-1500

REVISED 28 DEC 2020

Dear Mr. Hansen,

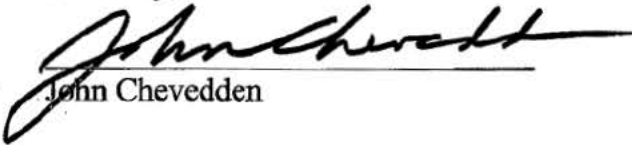
This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance — especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting. Rule 14a-8 requirements will be met including the continuous ownership of the required stock value until after the date of the respective shareholder meeting and presentation of the proposal at the annual meeting. This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it will save you from requesting a broker letter from me.

Sincerely,


John Chevedden


Date

cc: John Kim <john.s.kim@gm.com>
Kristan Miller <kristan.miller@gm.com>
Scott Cross <scott.cross@gm.com>

[GM: Rule 14a-8 Proposal, November 4, 2020, Revised December 28, 2020]

[This line and any line above it – *Not* for publication.]

Proposal 4 – Shareholder Right to Act by Written Consent

Shareholders request that our board of directors take such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to give shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any appropriate topic for written consent.

This proposal topic won 95%-support at Dover Corporation and 88%-support at AT&T. It also won our 40% support at our 2019 annual meeting. The 40% support was likely close to majority support from shareholders who have access to independent proxy voting advice.

It is particularly important to have a shareholder right to act by written consent due to our lame right to call for a special shareholder meeting. It takes 32% of the shares, that typically cast a GM ballot, to call a shareholder special meeting.

A shareholder right to act by written consent affords GM management strong protection for management resistance to modernization during the current rapidly changing business environment. Due to the low shareholder participation in annual meeting elections any action taken by written consent would still need more than 65% supermajority approval from the shares that normally cast ballots at the GM annual meeting to equal a majority from the GM shares outstanding.

A cornerstone of the 2020 management argument regarding written consent was that with special shareholder meetings shareholders can “express their views” on important shareholder proposals. This has been completely blown out of the water in 2019 when GM switched to online meetings before there was even a pandemic. Now in order to be sure of speaking at a GM annual meeting one must submit a proposal like this proposal 5-months in advance.

With the near universal use of tightly controlled online annual shareholder meetings, which can be only 10-minutes of stilted formalities, shareholders are severely restricted in deliberating and making their views known because all challenging questions and comments can be screened out by management.

For instance the Goodyear online shareholder meeting was spoiled by a trigger-happy management mute button for shareholders that was used to quash constructive criticism. AT&T, with 3000 institutional shareholders, did not even allow shareholders to speak at its online shareholder meeting.

Taking action by written consent in place of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director.

For instance Ms. Patricia Russo, who chaired the GM Governance Committee, received the most negative director votes in 2020 – 6-times the negative votes received by Ms. Linda Gooden. Plus Ms. Russo seems to be unaware that written consent can be structured so that all shareholders receive notice.

Please vote yes:

Shareholder Right to Act by Written Consent – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

The graphic below is intended to be placed at the conclusion of the rule 14a-8 proposal. The graphic would be the same size at the largest graphic that management uses in conjunction with a management proposal or a shareholder proposal in the 2021 proxy.



FOR



From: Kristan Miller <kristan.miller@gm.com>
Sent: Monday, January 4, 2021 3:11 PM
To: John Chevedden
Cc: John Kim; Rick Hansen
Subject: 14a-8 Shareholder Proposals
Attachments: Deficiency Notice - Independent Board Chairman.pdf; Deficiency Notice - Proxy Access.pdf; Deficiency Notice - Written Consent (Revised).pdf

Dear Mr. Chevedden,

Please find attached notices of procedural deficiency for the following 14a-8 shareholder proposals that you recently submitted to the Company:

1. Written Consent (Revised);
2. Proxy Access (on behalf of James Dollinger); and
3. Independent Board Chairman (on behalf of John Lauve).

Please don't hesitate to reach out if you have any questions.

Best,
Kris

Kristan L. Miller
Counsel, Securities
Kristan.miller@gm.com
T +1 313.667.7392 | C +1 313.820.2326

GENERAL MOTORS

GENERAL MOTORS

John S. Kim
Lead Counsel, Securities

VIA EMAIL ***

January 4, 2021

Mr. John Chevedden

Re: Rule 14a-8 Shareholder Proposal, "Shareholder Right to Act by Written Consent" (Revised)

Dear Mr. Chevedden:

On December 28, 2020, we received your email attaching a revised shareholder proposal (the "Proposal"), submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, for inclusion in General Motors Company's ("GM") proxy materials for its 2021 annual meeting of shareholders (the "Annual Meeting"). Rule 14a-8 prescribes eligibility requirements for the submission of proposals to be included in a company's proxy materials. I write to notify you that your revised Proposal does not satisfy the requirement under Rule 14a-8(d) that the Proposal and any accompanying supporting statement may not exceed 500 words. We believe that your Proposal submission contains more than 500 words. To remedy this defect, you must revise the Proposal and supporting statement so that, together, they do not exceed 500 words.

Please send your response to me by email (john.s.kim@gm.com) and copy Kristan Miller (kristan.miller@gm.com). Pursuant to Rule 14a-8(f), your response must be transmitted electronically no later than 14 days from the date you receive this letter.

Thank you in advance for your attention to this matter.

Sincerely,



John S. Kim
Lead Counsel, Securities

cc: Rick Hansen, Corporate Secretary and Assistant General Counsel, General Motors Company