

Motors Liquidation Co
Form 8-K
August 10, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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): August 4, 2015

Motors Liquidation Company GUC Trust

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

1-43
(Commission

45-6194071
(IRS Employer

of Incorporation)

File Number)

Identification No.)

c/o Wilmington Trust Company, as trust administrator and trustee

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Attn: David A. Vanaskey Jr., Vice President

Rodney Square North

1100 North Market Street

Wilmington, Delaware 19890-1615

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (302) 636-6019

(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 2.01. Completion of Acquisition or Disposition of Assets.

As previously disclosed on July 7, 2015 in a Current Report on Form 8-K, on July 2, 2015, pursuant to an order of the Bankruptcy Court for the Southern District of New York (the **Liquidation Order**) (which order was requested pursuant to authority granted in the Amended and Restated Motors Liquidation Company GUC Trust Agreement), Wilmington Trust Company, solely in its capacity as trust administrator and trustee of the Motors Liquidation Company GUC Trust (the **GUC Trust**), received authority to, among other actions, liquidate all or substantially all of its holdings of shares of common stock, par value \$0.01 per share, of General Motors Company (**New GM Common Stock**) into cash.

As previously disclosed on August 3, 2015 in a Current Report on Form 8-K, as of August 3, 2015, the GUC Trust had completed sales in the aggregate of 19,787,128 shares of New GM Common Stock at a weighted average price of \$31.2104 per share in the open market for a total consideration, net of transaction expenses, of \$616,859,891 in cash. On August 4 and August 5, 2015, the GUC Trust completed the liquidation of all of its shares of New GM Common Stock pursuant to the Liquidation Order, consisting of further sales in the aggregate of 3,961,701 shares of New GM Common Stock at a weighted average price of \$31.5121 per share in the open market for a total additional consideration, net of transaction expenses, of \$124,841,595 in cash since the filing of the Current Report on Form 8-K on August 3, 2015.

In total, the GUC Trust completed sales in the aggregate of 23,748,829 shares of New GM Common Stock, comprising all of its holdings of New GM Common Stock, at a weighted average price of \$31.2311 per share in the open market for a total consideration, net of transaction expenses, of \$741,701,486 in cash.

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.

Date: August 10, 2015

MOTORS LIQUIDATION COMPANY GUC TRUST

By: Wilmington Trust Company, not in its individual capacity, but solely in its capacity as trust administrator and trustee of the Motors Liquidation Company GUC Trust

By: /s/ David A. Vanaskey
Name: David A. Vanaskey
Title: Vice President of Wilmington Trust Company