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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): July 1, 2015**

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**Motors Liquidation Company GUC Trust**  
(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-43**  
(Commission  
File Number)

**45-6194071**  
(IRS Employer  
Identification No.)

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

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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))
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### **Item 8.01. Other Events.**

As previously disclosed on June 3, 2015 in a Current Report on Form 8-K, Wilmington Trust Company, solely in its capacity as trust administrator and trustee of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), filed a motion (the “**Motion**”) with the Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) seeking an order authorizing the GUC Trust to (A) (i) exercise and/or liquidate the GUC Trust’s holdings of (1) warrants to purchase shares of common stock, par value \$0.01 per share, of General Motors Company (“**New GM Common Stock**”) at \$10.00 per share (“**New GM ‘A’ Warrants**”), and (2) warrants to purchase shares of New GM Common Stock at \$18.33 per share (“**New GM ‘B’ Warrants**” and, collectively with the New GM ‘A’ Warrants, “**New GM Warrants**”), and (ii) liquidate the GUC Trust’s holdings of New GM Common Stock (including any New GM Common Stock received from the exercise of the New GM Warrants) into cash, and (B) make corresponding amendments to the agreement governing the GUC Trust.

On June 24, 2015, certain plaintiffs (the “**Plaintiffs**”) that are party to the recall-related litigation described in Item 3 “Legal Proceedings” in the GUC Trust’s Form 10-K dated May 22, 2015 (the “**Recall Litigation**”) filed responses to the Motion. In those responses, the Plaintiffs requested a stay of all interim GUC Trust distributions to holders of Units while appeals and cross-appeals of the June 1, 2015 Judgment and the April 15, 2015 Decision in the Recall Litigation are pending (the “**Threshold Issues Appeals**”).

On July 1, 2015, the Bankruptcy Court held a hearing on the Motion. At the hearing, counsel for the GUC Trust disclosed that the Plaintiffs and the GUC Trust are exploring a potential global resolution of all disputes between the GUC Trust on the one hand and the Plaintiffs on the other, relating to the Recall Litigation and the Threshold Issues Appeals. Such discussions are in their preliminary stages, and no agreement between the parties has been reached. However, in order to provide sufficient time for discussions to continue, the Plaintiffs and the GUC Trust have agreed to defer adjudication of the Plaintiffs’ stay request until August 12, 2015 (the “**Scheduled Stay Hearing**”) (which date is subject to further adjournment if agreed by the Plaintiffs and the GUC Trust or if directed by the Bankruptcy Court) (the time period spanning from July 1, 2015 to the date of the Scheduled Stay Hearing, the “**Stay Period**”). During the Stay Period only, and in light of the fact that no distributions of excess assets of the GUC Trust were anticipated to be made during the Stay Period, the GUC Trust has agreed to refrain from making any distributions to holders of Units in respect of excess assets of the GUC Trust.

On July 2, 2015, the Bankruptcy Court entered an order (the “**Order**”) granting the relief requested in the Motion. A copy of the Order is attached as Exhibit 99.1 hereto. Pursuant to the authority granted by the Order, the GUC Trust Administrator plans to exercise and/or liquidate all or substantially all of its holdings of New GM Warrants and New GM Common stock in a manner designed to maximize value for beneficiaries of the GUC Trust, and potentially with the assistance and advice of one or more broker-dealers or investment advisors.

## Forward-Looking Statements

This Form 8-K contains forward-looking statements about the assets, prospects and plans of the GUC Trust. Actual results could differ materially from those indicated by the forward-looking statements because of various risks and uncertainties, including, without limitation, the GUC Trust's incurrence of professional fees and other expenses in connection with administration of the GUC Trust, economic conditions, changes in tax and other governmental rules and regulations applicable to the GUC Trust, fluctuations in the market price of the New GM Securities, and other risks, as well as various risks and uncertainties associated with New GM, as described in New GM's periodic and current reports filed under the Securities Exchange Act of 1934, as amended, or Exchange Act. These risks and uncertainties are beyond the ability of the GUC Trust to control, and in many cases, risks and uncertainties that could cause actual results to differ materially from those indicated by the forward-looking statements cannot be predicted. When used in this Form 8-K, the words "believes," "estimates," "plans," "expects," "intends," and "anticipates" and similar expressions are intended to identify forward-looking statements.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Order of the Bankruptcy Court for the Southern District of New York

**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: July 7, 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

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Order of the Bankruptcy Court for the Southern District of New York

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	(Jointly Administered)
Debtors.	:	
-----X	:	

**ORDER AUTHORIZING THE GUC TRUST ADMINISTRATOR  
(A) TO EXERCISE AND/OR LIQUIDATE NEW GM WARRANTS AND  
LIQUIDATE NEW GM COMMON STOCK, AND (B) TO MAKE  
CORRESPONDING AMENDMENTS TO THE GUC TRUST AGREEMENT**

Upon the motion, dated June 3, 2015 (the “**Motion**”)<sup>1</sup> of Wilmington Trust Company in its capacity as trust administrator and trustee (in such capacity, the “**GUC Trust Administrator**”) of the Motors Liquidation Company GUC Trust (the “**GUC Trust**”), as established under the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 [Docket No. 9836] (as confirmed, the “**Plan**”) of the above-captioned post-effective date debtors (the “**Debtors**”) seeking entry of an Order pursuant to sections 105(a) and 1142(b) of title 11 of the United States Code (the “**Bankruptcy Code**”), and section 13.13 of the GUC Trust Agreement, authorizing the GUC Trust Administrator to (A) (i) exercise and/or liquidate the GUC Trust’s holdings of New GM Warrants, and (ii) to liquidate the GUC Trust’s holdings of New GM Common Stock (including the New GM Common Stock received from any exercise of the New GM Warrants), and (B) make corresponding amendments to the GUC Trust Agreement, all as more fully described in the Motion; and any objections to the Motion having been settled, resolved, withdrawn or overruled; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors’ creditors and estates; and it further appearing that proper and adequate notice of the

<sup>1</sup> Capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor:

IT IS HEREBY:

ORDERED, that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED, that the following liquidation procedures are approved:

- The GUC Trust Administrator is authorized to convert some or all of the New GM Warrants in its possession into shares of New GM Common Stock using either the cashless exercise feature or the full physical settlement procedures set forth in the agreements governing the New GM Warrants (the “**Warrant Agreements**”);
- The GUC Trust Administrator is authorized to liquidate some or all of the New GM Warrants in its possession, which liquidation (if any) shall be through one or more open market transactions or block trades or other sales, through the engagement of a broker-dealer (which might be an affiliate of the GUC Trust Administrator) to effect the necessary transactions or sales, in such numbers and at such time or times as it shall determine; and
- The GUC Trust Administrator is authorized to liquidate all, or substantially all, of the shares of New GM Common Stock held by the GUC Trust (including any New GM Common Stock received from the exercise of the New GM Warrants), which liquidation shall be through one or more open market transactions or block trades or other sales, through the engagement of a broker-dealer (which might be an affiliate of the GUC Trust Administrator) to effect the necessary transactions or sales, in such numbers and at such time or times, as it shall determine;

and it is further

ORDERED, that the proceeds of such liquidations (net of any applicable costs, fees, expenses and taxes payable in respect thereof) shall be allocated to beneficiaries of the GUC Trust on a pro rata basis, in the following manner:

- A GUC Trust beneficiary’s entitlement to a particular number of New GM Warrants that are exercised pursuant to the Warrant Agreements and this Order shall be converted into an entitlement to receive the number of shares of New GM Common Stock into which such New GM Warrants have been exercised (taking into account the use of a portion of such New GM Warrants to fund the strike price, if applicable), subject to rounding to the nearest whole share of New GM Common Stock;

- A GUC Trust beneficiary's entitlement to a particular number of New GM Warrants that are liquidated pursuant to this Order shall be converted into an entitlement to receive an amount of cash equal to the weighted average sales price (net of any applicable costs, fees, expenses and taxes payable in respect thereof) of all of the New GM Warrants sold pursuant to this Order, multiplied by the number New GM Warrants to which such GUC Trust beneficiary would otherwise be entitled; and
- A GUC Trust beneficiary's entitlement to a particular number of shares of New GM Common Stock that are liquidated pursuant to this Order (including any exercised New GM Warrants as set forth above), shall be converted into an entitlement to receive an amount of cash equal to the weighted average sales price (net of any applicable costs, fees, expenses and taxes payable in respect thereof, and further net of any proceeds of New GM Common Stock liquidated for the purposes of funding the strike price of any New GM Warrants exercised using the full physical settlement option under the Warrant Agreements) of all of the New GM Common Stock sold pursuant to this Order, multiplied by the number shares of New GM Common Stock to which such GUC Trust beneficiary would otherwise be entitled (including any exercised New GM Warrants as set forth above);

and it is further

ORDERED that the GUC Trust is authorized, in its sole discretion, to retain as Trust Professional(s) (as such term is defined in the GUC Trust Agreement) one or more Liquidation Advisors, and that such Liquidation Advisor(s) shall be entitled to all of the protections, immunities and indemnities applicable to Trust Professionals in the GUC Trust Agreement; and it is further

ORDERED, that, when exercising and/or liquidating the New GM Warrants and liquidating the New GM Common Stock pursuant to this Order, the GUC Trust Administrator shall be entitled to all the protections, immunities and indemnities applicable to the GUC Trust Administrator in the GUC Trust Agreement; and it is further

ORDERED, that the cash proceeds of the New GM Securities liquidated pursuant to this Motion shall be invested by the GUC Trust Administrator in "Permissible Investments" as defined in the GUC Trust Agreement; and it is further

ORDERED, that the GUC Trust Administrator and GUC Trust Monitor are authorized to execute any amendments to the GUC Trust Agreement that are necessary to

implement the foregoing relief (including but not limited to any modification to the GUC Trust's fiscal year and/or tax year); provided that the GUC Trust Administrator shall file any such amendments on the Court's docket within 30-days of the date hereof; and it is further

ORDERED, that this Order shall be effective immediately upon entry; and it is further

ORDERED, that this Court shall retain jurisdiction of all matters and disputes arising in connection with or related to the interpretation or implementation of this Order, any exercise and/or liquidation of the New GM Warrants or liquidation of New GM Common Stock in connection herewith, or the GUC Trust Agreement.

Dated: July 2, 2015  
New York, New York

*/s/ Robert E. Gerber*  
UNITED STATES BANKRUPTCY JUDGE