

Edgar Filing: GENERAL MOTORS CORP - Form 425

GENERAL MOTORS CORP  
Form 425  
August 22, 2003

Filed by General Motors Corporation  
Pursuant to Rule 425 under the Securities Act of 1933  
and Deemed Filed Pursuant to Rule 14a-12  
under the Securities Exchange Act of 1934

Subject Companies: Hughes Electronics Corporation  
General Motors Corporation  
Commission File No. 333-105851  
Commission File No. 333-105853

GM Plans To Seek Stockholder Approval For Hughes Transactions

Stockholders To Receive Solicitation Documents In Early September

NEW YORK - (August 22, 2003) General Motors Corp. (NYSE: GM, GMH) announced today that in early September it plans to begin seeking GM stockholder approval of its proposal to split off its wholly owned subsidiary, Hughes Electronics Corporation, and sell its approximate 19.8 percent interest in Hughes to News Corporation (NYSE: NWS, NWS.A). As part of the transaction, News Corp. would acquire additional Hughes stock from the former GM Class H common stockholders to bring its total holdings to 34 percent. GM expects that it could receive stockholder consent in early October.

The announcement came after the Securities and Exchange Commission (SEC) declared effective the registration statements that contain the consent solicitation statement/prospectuses by which GM will solicit GM stockholder consent for these previously announced transactions.

Holders of record of GM \$1-2/3 par value and GM Class H common stocks as of August 1, 2003 are eligible to vote on these transactions.

GM, Hughes and News Corp. continue to seek other necessary approvals in order to close these transactions in late 2003 or early 2004. The transactions remain subject to regulatory clearance under the Hart-Scott-Rodino Act and by the U.S. Federal Communications Commission.

Completion of the transactions is also contingent on other conditions, including the receipt of a favorable ruling from the Internal Revenue Service that the split-off of Hughes from GM would be tax-free to GM and holders of GM Class H common stock for U.S. federal income tax purposes.

In connection with the proposed transactions, GM, Hughes, and News Corp. today filed definitive materials with the SEC, including a definitive GM Proxy Statement on Schedule 14A; a Hughes Registration Statement on Form S-4; and a News Corp. Registration Statement on Form F-4 - each containing a consent solicitation statement of GM, a prospectus of Hughes, and a prospectus of News Corp. Investors and security holders are urged to read these materials, as well as any other relevant documents filed or that may be filed with the SEC, as they become available, because these documents contain or will contain important information.

General Motors (NYSE: GM), the world's largest vehicle manufacturer, designs, builds and markets cars and trucks worldwide, and has been the global automotive sales leader since 1931. More information on GM can be found at [www.gm.com](http://www.gm.com).

-----

## Edgar Filing: GENERAL MOTORS CORP - Form 425

The materials filed on August 21, 2003 and other relevant materials (when they become available) and any other documents filed by GM, Hughes or News Corp. with the SEC, may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, the definitive consent solicitation statement contains information about how GM stockholders may obtain transaction-related documents without charge directly from GM.

GM and its directors and executive officers, and Hughes and its directors and executive officers, may be deemed to be participants in the solicitation of proxies or consents from the holders of GM \$1-2/3 par value common stock and GM Class H common stock in connection with the proposed transactions. Information about the directors and executive officers of GM and their ownership of GM stock is set forth in the proxy statement for GM's 2003 annual meeting of shareholders. Participants in GM's solicitation may also be deemed to include certain persons whose interests in GM or Hughes are not described in the proxy statement for GM's 2003 annual meeting. Information regarding these persons and their interests in GM and/or Hughes was filed pursuant to Rule 425 with the SEC by each of GM and Hughes on April 10, 2003. Investors may obtain additional information regarding the interests of such participants by reading the definitive consent solicitation statement of GM / prospectus of Hughes / prospectus of News filed with the SEC on August 21, 2003.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Materials included in this document contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. The factors that could cause actual results of GM, Hughes and/or News Corp. to differ materially, many of which are beyond the control of GM, Hughes or News Corp. include, but are not limited to, the following: (1) operating costs, customer loss and business disruption, including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, which may be greater than expected following the transaction; (2) the regulatory approvals required for the transaction may not be obtained on the terms expected or on the anticipated schedule; (3) the effects of legislative and regulatory changes; (4) an inability to retain necessary authorizations from the FCC; (5) an increase in competition from cable as a result of digital cable or otherwise, direct broadcast satellite, other satellite system operators, and other providers of subscription television services; (6) the introduction of new technologies and competitors into the subscription television business; (7) changes in labor, programming, equipment and capital costs; (8) future acquisitions, strategic partnerships and divestitures and the ability to access capital to maintain financial flexibility; (9) general business and economic conditions; and (10) other risks described from time to time in periodic reports filed by GM, Hughes or News Corp. with the SEC. Those other risks relating to Hughes include, but are not limited to, the uncertainties regarding the operations of DIRECTV Latin America, LLC, Hughes' 75% owned subsidiary, which is currently operating under Chapter 11 bankruptcy proceedings, and the performance of Hughes satellites. You are urged to consider statements that include the words "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "anticipates", "intends", "continues", "forecast", "designed", "goal",

Edgar Filing: GENERAL MOTORS CORP - Form 425

"outlook", "objectives", "strategy", "target", or the negative of those words or other comparable words to be uncertain and forward-looking. This cautionary statement applies to all forward-looking statements included in this document.

###