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Additional Guidance on GM Initial Public Offering

U. S. Department of the Treasury

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U.S. DEPARTMENT OF THE TREASURY

Programs

Additional Guidance on GM Initial Public Offering

TREASURY PROVIDES ADDITIONAL GUIDANCE ON A POSSIBLE GENERAL MOTORS COMPANY INITIAL PUBLIC OFFERING

As previously announced, an initial public offering (IPO) by General Motors (GM) will be a significant step in Treasury exiting its investment as soon as practicable, consistent with its duties under the Emergency Economic Stabilization Act of 2008 (EESA).

Mindful of its duty to maximize the return to taxpayers, its shareholder principles, and the complexity of the transaction, Treasury has indicated to GM that prior to our final decision to sell our shares, it will require that GM and the underwriters use their commercial best efforts to provide potential investors with the opportunity to purchase shares in accordance with the following guidelines:

- *Maximize taxpayer returns.* We expect that the offering will be executed in a manner that will use sound commercial practices to balance maximizing the price per share and the total proceeds to taxpayers while achieving a stable shareholder base, an active, liquid aftermarket, and broad interest in follow-on offerings to the extent practicable.
- *Access to all investors.* We expect that potential investors will be sought across multiple geographies with a focus on North American investors, in line with what is typical in similar transactions.
- *Broad distribution.* We expect that a large and diverse group of institutional investors will be offered an opportunity to participate, with no single investor or group of investors receiving a disproportionate share or unusual treatment.
- *Retail investors.* We expect that interested retail purchasers will be given ample opportunity to participate, consistent with appropriate commercial practices aimed at maximizing our return and creating a stable trading market for the shares.
- *U.S. Government involvement.* Consistent with our articulated principles and prior practice, USG will satisfy itself that the above principles are being adhered to but will not involve itself in decisions regarding allocation of shares to specific buyers.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

When available, copies of the preliminary prospectus relating to the offering may be obtained for free, by visiting the SEC website at <http://www.sec.gov>. Alternatively, you may obtain a copy of the preliminary prospectus, by contacting:

- Morgan Stanley & Co. Incorporated, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, New York 10014, telephone 1-866-718-1649, or by sending email to prospectus@morganstanley.com
- J.P. Morgan Securities Inc., Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717, telephone 1-866-803-9204

This document does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.