

Motors Liquidation Co  
Form 8-K  
August 07, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549-1004

**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, 2009**

**MOTORS LIQUIDATION COMPANY**

(Exact Name of Registrant as Specified in its Charter)

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

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**38-0572515**  
(I.R.S. Employer  
Identification No.)

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**300 Renaissance Center, Detroit, Michigan**  
(Address of Principal Executive Offices)

**48265-3000**  
(Zip Code)

**(313) 665-3994**

(Registrant's telephone number, including area code)

**Not Applicable**

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On August 4, 2009, the board of directors (the Board ) of Motors Liquidation Company (the Company ) amended the Company's Bylaws to permit the Board to provide that shares of capital stock of the Company would no longer be required to be represented by share certificates. From and after the effectiveness of such amendment, transfers of shares of the common stock of the Company would be recorded by means of book entry. A marked copy of the Bylaws of the Company, reflecting such amendment, is attached as Exhibit 3.2.

*Cautionary Statement*

It is the Company's strong belief that there will be no value at all for common stockholders in the bankruptcy liquidation process, even under the most optimistic of scenarios.

**ITEM 9.01 Financial Statements and Exhibits**

<b>Number</b>	<b>Description</b>
3.2	Marked Bylaws of Motors Liquidation Company, as amended on August 4, 2009

**SIGNATURES**

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.

MOTORS LIQUIDATION COMPANY

(Registrant)

August 7, 2009  
(Date)

By: /s/ James Selzer  
James Selzer  
Vice President and Treasurer

**EXHIBIT INDEX**

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