
**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): December 1, 2014

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

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
(Address of Principal Executive Offices)

19890-1615
(Zip Code)

Registrant's telephone number, including area code: (302) 636-6000

(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))
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Item 7.01 Regulation FD Disclosure.

Pursuant to the Amended and Restated Motors Liquidation Company GUC Trust Agreement dated as of June 11, 2012 and between the parties thereto, as amended (the “GUC Trust Agreement”), and that certain *Order Authorizing the GUC Trust Administrator to Liquidate New GM Securities for the Purpose of Funding Fees, Costs and Expenses of the GUC Trust and the Avoidance Action Trust*, dated March 8, 2012 (the “Liquidation Order”) issued by the Bankruptcy Court for the Southern District of New York, Wilmington Trust Company, in its capacity as trust administrator and trustee of the Motors Liquidation Company GUC Trust (the “GUC Trust Administrator,” and such trust, the “GUC Trust”) is required to provide on an annual basis the projected budgets for certain categories of expenses (“Wind-Down Costs”), other than Reporting and Transfer Costs (as defined in the GUC Trust Agreement), to FTI Consulting, Inc., in its capacity as the trust monitor of the GUC Trust, to the DIP Lenders (as defined in the GUC Trust Agreement), and to certain additional parties specified in the Liquidation Order. Furnished as Exhibit 99.1 to this Form 8-K are copies of the calendar-year 2015 budgets for Wind-Down Costs and for Reporting and Transfer Costs.

The foregoing budgets are subject to revision by the GUC Trust Administrator, according to the procedures specified in the GUC Trust Agreement. Such budgets were developed based upon assumptions and estimates about future events which could change in the future due to various risks and uncertainties, including those specified under the heading “Forward Looking Statements” in Item 2 (“Management’s Discussion and Analysis”) of the Form 10-Q filed on November 12, 2014, and in Item 1A (“Risk Factors”) of the Form 10-K filed on May 22, 2014. As a result, actual Wind-Down Costs and Reporting and Transfer Costs could be materially higher or lower than the amounts presented in Exhibit 99.1, which could materially affect the value of the units of beneficial interest in the GUC Trust. Holders of such securities should carefully consider such risks and uncertainties before making any decisions with respect to such securities.

Item 9.01 Exhibits.

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> |
|------------------------------|---------------------|
| 99.1 | 2015 Budgets |

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: December 1, 2014

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 | 2015 Budgets |

MLC GUC Trust
2015 (Calendar Year) Wind Down Budget
December 2014

| <i>\$ in thousands</i> | Budget QE 3.31 | Budget QE 6.30 | Budget QE 9.30 | Budget QE 12.31 | Total Budget CY 2015 |
|--|---------------------------|---------------------------|---------------------------|----------------------------|-------------------------------------|
| Trust Monitor (FTI Consulting) | \$ 305.0 | \$ 305.0 | \$ 230.0 | \$ 230.0 | \$ 1,070.0 |
| Trust Administrator (Wilmington Trust) | 515.0 | 515.0 | 515.0 | 515.0 | 2,060.0 |
| Financial Reporting & Claims Resolution (Alix Partners) | 345.0 | 345.0 | 345.0 | 345.0 | 1,380.0 |
| Lead Counsel (a) | 85.0 | 85.0 | 85.0 | 85.0 | 340.0 |
| ADR Legal Counsel | 25.0 | 25.0 | 25.0 | 25.0 | 100.0 |
| <i>Subtotal estimate for Financial Reporting and Claims Resolution</i> | <i>455.0</i> | <i>455.0</i> | <i>455.0</i> | <i>455.0</i> | <i>1,820.0</i> |
| Garden City Group | 36.0 | 36.0 | 30.0 | 30.0 | 132.0 |
| Trust Counsel (Gibson Dunn)(Wind Down) | 150.0 | 150.0 | 150.0 | 150.0 | 600.0 |
| Trust Counsel (Gibson Dunn)(Recall Matter) (b) | 500.0 | 500.0 | 500.0 | 500.0 | 2,000.0 |
| Trust Professionals | 686.0 | 686.0 | 680.0 | 680.0 | 2,732.0 |
| Accounting & Tax Advisors (c) | 59.0 | 161.0 | 30.0 | 44.0 | 294.0 |
| US Trustee (d) | 10.4 | 10.4 | 10.4 | 10.4 | 41.6 |
| Insurance Expense | 0.0 | | | | 0.0 |
| Contingency | 625.0 | 625.0 | 625.0 | 625.0 | 2,500.0 |
| Total Wind Down Expense | <u>\$2,658.8</u> | <u>\$2,760.8</u> | <u>\$2,550.8</u> | <u>\$2,564.8</u> | <u>\$10,517.60</u> |

- (a) Lead Counsel expenses include fees paid to and estimated for the following professionals:
- Weil, Gotshal & Manges LLP
Dickstein Shapiro LLP
- (b) Line item attributable solely to additional legal costs incurred, and anticipated to be incurred, in connection with litigation arising from the recall by General Motors Company of certain ignition switch defects (and other defects) in cars manufactured under the “General Motors” brand names.
- (c) Accounting and Tax Advisor expenses include fees paid to and estimated for the following professionals:
- Wilmington Trust (Investment Management Fee)
Plante Moran (External Auditor)
Rick Zablocki (Tax Advisor)
- (d) Line item previously denoted as “Rent & Facilities” in prior budgets.

MLC GUC Trust
2015 (Calendar Year) Reporting and Transfer Budget
December 2014

| <i>\$ in thousands</i> | Budget QE 3.31 | Budget QE 6.30 | Budget QE 9.30 | Budget QE 12.31 | Total Budget CY 2015 |
|---|---------------------------|---------------------------|---------------------------|----------------------------|---------------------------------|
| Trust Monitor (FTI Consulting) | \$ 125.0 | \$ 125.0 | \$ 125.0 | \$ 125.0 | \$ 500.0 |
| Trust Administrator (Wilmington Trust) | 341.3 | 341.3 | 341.3 | 341.3 | 1,365.0 |
| AlixPartners | 105.0 | 105.0 | 105.0 | 105.0 | 420.0 |
| Frazier & Deeter | 68.8 | 68.8 | 68.8 | 68.8 | 275.0 |
| Gibson Dunn | 187.5 | 187.5 | 187.5 | 187.5 | 750.0 |
| Watkins Meegan | 19.4 | 60.3 | 4.8 | 80.1 | 164.6 |
| Plante Moran | 30.0 | 35.0 | 30.0 | 30.0 | 125.0 |
| Crowell Moring | 87.5 | 87.5 | 87.5 | 87.5 | 350.0 |
| Trust Professionals | 498.2 | 544.1 | 483.6 | 558.9 | 2,084.6 |
| RR Donnelly | 25.0 | 25.0 | 25.0 | 25.0 | 100.0 |
| Total Reporting Costs | \$ 989.4 | \$1,035.3 | \$ 974.8 | \$1,050.1 | \$ 4,049.6 |