

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

FORM S-8

REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933

GENERAL ELECTRIC COMPANY

(Exact name of registrant as specified in its charter)

New York **14-0689340**
(State or Other Jurisdiction (I.R.S. Employer
of Incorporation or Organization) Identification No.)

**5 Necco Street
Boston, Massachusetts 02210
(617) 443-3000**

(Address of Principal Executive Offices, Zip Code)

GE 2007 Long-Term Incentive Plan

(Full title of the Plan)

**Christoph A. Pereira
Vice President, Chief Risk Officer and Chief Corporate Counsel**

General Electric Company

**5 Necco Street
Boston, Massachusetts 02210
(617) 443-3000**

(Name and address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|--|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.06 par value per share (1) | 61,000,000 | \$11.43 | \$697,230,000 | \$76,067.79 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 (this "Registration Statement") shall also cover any additional securities that may from time to time be offered or issued in respect of the securities registered by this Registration Statement to prevent dilution as a result of any stock dividend, stock split, recapitalization or other similar transaction pursuant to the terms of the above-referenced plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of a share of Common Stock reported on the New York Stock Exchange on February 5, 2021.

INTRODUCTION

This Registration Statement is filed by General Electric Company, a New York corporation (the “Company” or the “Registrant” or “we”), relating to 61,000,000 shares of the Company’s common stock, par value \$0.06 per share (the “Common Stock”), to be offered and sold under the GE 2007 Long-Term Incentive Plan, as amended and restated February 15, 2019 (as amended, the “Plan”), which shares of Common Stock are in addition to: (i) the 500,000,000 shares of Common Stock registered on the Company’s Registration Statement on Form S-8 (the “2007 Registration Statement”) filed on April 30, 2007 with the Securities and Exchange Commission (the “SEC”) ([SEC file number 333-142452](#)), (ii) the 425,000,000 shares of Common Stock registered on the Company’s Registration Statement on Form S-8 (the “2012 Registration Statement”) filed on May 4, 2012 with the SEC ([SEC file number 333-181177](#)), and (iii) the 150,000,000 shares of Common Stock registered on the Company’s Registration Statement on Form S-8 (the “2017 Registration Statement” and, together with the 2007 Registration Statement and 2012 Registration statement, the “Prior Registration Statements”) filed on July 28, 2017 with the SEC ([SEC file number 333-219566](#)).

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No. Exhibit Description

- | | |
|------|---|
| 4.1 | The Restated Certificate of Incorporation of General Electric Company (Incorporated by reference to Exhibit 3(i) to GE’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013), as amended by the Certificate of Amendment, dated December 2, 2015 (Incorporated by reference to Exhibit 3.1 to GE’s Current Report on Form 8-K, dated December 3, 2015), as further amended by the Certificate of Amendment, dated January 19, 2016 (Incorporated by reference to Exhibit 3.1 to GE’s Current Report on Form 8-K, dated January 20, 2016), as further amended by the Certificate of Change of General Electric Company (Incorporated by reference to Exhibit 3(1) to GE’s Current Report on Form 8-K, dated September 1, 2016), as further amended by the Certificate of Amendment, dated May 13, 2019 (Incorporated by reference to Exhibit 3.1 to GE’s Current Report on Form 8-K, dated May 13, 2019), and as further amended by the Certificate of Change of General Electric Company (Incorporated by reference to Exhibit 3.1 to GE’s Current Report on Form 8-K, dated December 9, 2019) (in each case, under SEC file number 001-00035). |
| 4.2 | The By-Laws of General Electric Company, as amended on May 13, 2019 (Incorporated by reference to Exhibit 3.2 to GE’s Current Report on Form 8-K dated May 13, 2019) (SEC file number 001-00035). |
| 5.1* | Opinion of Gibson, Dunn & Crutcher LLP. |
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- 23.1* [Consent of KPMG LLP, Independent Registered Public Accounting Firm relating to the Company's Form 10-K for the fiscal year ended December 31, 2020.](#)
- 23.2* [Consent of Gibson, Dunn & Crutcher LLP \(included in Exhibit 5.1\).](#)
- 24.1* [Power of Attorney of General Electric Company.](#)
- 99.1 GE 2007 Long-Term Incentive Plan, as amended and restated February 15, 2019 ([Incorporated by reference to Exhibit 10\(l\) to GE's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 \(SEC file number 001-00035\)](#)), as amended by the Amendment, dated August 18, 2020 ([Incorporated by reference to Exhibit 10\(c\) to GE's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2020 \(SEC file number 001-00035\)](#)).

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 12th day of February, 2021.

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira

Name: Christoph A. Pereira

Title: Vice President, Chief Risk Officer and
Chief Corporate Counsel

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------------|---|-------------------|
| *H. Lawrence Culp, Jr. | Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i> | February 12, 2021 |
| *Carolina Dybeck Happe | Senior Vice President, Chief Financial Officer <i>(Principal Financial Officer)</i> | February 12, 2021 |
| *Thomas S. Timko | Vice President, Chief Accounting Officer and Controller <i>(Principal Accounting Officer)</i> | February 12, 2021 |
| *Thomas Horton | Lead Director | February 12, 2021 |
| *Sébastien Bazin | Director | February 12, 2021 |
| *Ashton Carter | Director | February 12, 2021 |
| *Francisco D'Souza | Director | February 12, 2021 |
| *Edward Garden | Director | February 12, 2021 |
| *Risa Lavizzo-Mourey | Director | February 12, 2021 |
| *Catherine Lesjak | Director | February 12, 2021 |
| *Paula Rosput Reynolds | Director | February 12, 2021 |
| *Leslie Seidman | Director | February 12, 2021 |
| *James Tisch | Director | February 12, 2021 |

A Majority of the Board of Directors.

* By: /s/ Christoph A. Pereira

Christoph A. Pereira

Attorney-in-Fact

February 12, 2021
General Electric Company
5 Necco Street
Boston, MA 02210

Re: *General Electric Company*
Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of General Electric Company, a New York corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 61,000,000 shares of the Company's common stock, par value \$0.06 per share (the "Shares"), under the GE 2007 Long-Term Incentive Plan, as amended and restated February 15, 2019 (as amended, the "Plan").

In arriving at the opinions expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render these opinions. In our examination, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. As to any facts material to these opinions, we have relied to the extent we deemed appropriate and without independent investigation upon statements and representations of officers and other representatives of the Company and others. We have also assumed without independent investigation that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and, subject to the provisions of Section 630 of the New York Business Corporation Law, non-assessable.

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

General Electric Company

February 12, 2021

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We render no opinion herein as to matters involving the laws of any jurisdiction other than the State of New York. This opinion is limited to the effect of the current state of the laws of the State of New York and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Gibson, Dunn & Crutcher LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
General Electric Company:

We consent to the use of our report dated February 12, 2021 with respect to the consolidated statement of financial position of General Electric Company and consolidated affiliates as of December 31, 2020 and 2019, the related statements of earnings (loss), comprehensive income (loss), changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2020, and the related notes, and the effectiveness of internal control over financial reporting, incorporated by reference herein.

/s/ KPMG LLP

KPMG LLP

Boston, Massachusetts

February 12, 2021

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned, being a director or officer of General Electric Company, a New York corporation (the "Company"), hereby constitutes and appoints H. Lawrence Culp, Jr., Carolina Dybeck Happe, Thomas S. Timko and Christoph A. Pereira, and each of them, his or her true and lawful attorney-in-fact and agent, with full and several power of substitution and resubstitution and to act with or without the others, for him or her and in his or her name, place and stead in any and all capacities: (i) to sign this Registration Statement under the Securities Act of 1933, as amended, on Form S-8, any amendments thereto, and all post-effective amendments and supplements to this Registration Statement for the registration of the Company's securities; and (ii) to file this Registration Statement and any and all amendments and supplements thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, in each case, in such forms as they or any one of them may approve, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statement or Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand this 12th day of February 2021.

/s/ H. Lawrence Culp, Jr.

H. Lawrence Culp, Jr.

Chief Executive Officer and Chairman

(Principal Executive Officer and Director)

/s/ Carolina Dybeck Happe

Carolina Dybeck Happe

Senior Vice President, Chief Financial Officer

(Principal Financial Officer)

/s/ Thomas S. Timko

Thomas S. Timko

Vice President, Chief Accounting Officer and Controller

(Principal Accounting Officer)

/s/ Thomas Horton

Thomas Horton

Lead Director

/s/ Sébastien Bazin

Sébastien Bazin

Director

/s/ Ashton Carter

Ashton Carter

Director

/s/ Francisco D'Souza

Francisco D'Souza

Director

/s/ Edward Garden

Edward Garden

Director

/s/ Risa Lavizzo-Mourey

Risa Lavizzo-Mourey

Director

/s/ Catherine Lesiak

Catherine Lesjak

Director

/s/ Paula Rosput Reynolds

Paula Rosput Reynolds

Director

/s/ Leslie Seidman

Leslie Seidman

Director

/s/ James Tisch

James Tisch

Director