

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) **July 30, 2021**

**General
Electric
Company**

(Exact name of
registrant as
specified in its
charter)

001-00035

(Commission
File Number)

14-0689340

(IRS Employer
Identification No.)

02210

(Zip Code)

New York

(State or other jurisdiction
of incorporation)

5 Necco Street, Boston, MA

(Address of principal executive offices)

Registrant's telephone number, including area code (617) 443-3000

(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 (see General Instructions A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	GE	New York Stock Exchange
0.375% Notes due 2022	GE 22A	New York Stock Exchange
1.250% Notes due 2023	GE 23E	New York Stock Exchange
0.875% Notes due 2025	GE 25	New York Stock Exchange
1.875% Notes due 2027	GE 27E	New York Stock Exchange
1.500% Notes due 2029	GE 29	New York Stock Exchange
7 1/2% Guaranteed Subordinated Notes due 2035	GE /35	New York Stock Exchange
2.125% Notes due 2037	GE 37	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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 pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

On July 30, 2021, General Electric Company (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Certificate of Amendment”) in order to effect a one-for-eight reverse stock split of the Company’s common stock, together with a corresponding proportionate reduction in the shares of the Company’s common stock authorized under the Certificate of Incorporation, as amended, from 13,200,000,000 shares to 1,650,000,000 shares, and a reduction of the par value per share of common stock from \$0.06 to \$0.01 (collectively, the “Reverse Stock Split”).

The Certificate of Amendment became effective upon acceptance for filing on July 30, 2021. The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

On August 2, 2021, GE common stock will begin trading, on a split-adjusted basis, (i) on the New York Stock Exchange under the symbol “GE”, with a new CUSIP number (369604 301), and (ii) on the London Stock Exchange under the symbol “GEC”, Euronext Paris under the symbol “GNE”, the SIX Swiss Exchange under the symbol “GE” and the Frankfurt Stock Exchange under the symbol “GEC”, each with a new ISIN (US3696043013).

Item 8.01 Other Events.

In connection with the Reverse Stock Split, the number of shares registered on applicable registration statements filed with the Securities and Exchange Commission have been proportionately reduced. Additionally, as a result of the Reverse Stock Split, the Company made anti-dilution adjustments to the 2007 Long-Term Incentive Plan, as amended and restated (the “Plan”), and to the outstanding awards issued under the Plan in accordance with the terms of the Plan.

On July 30, 2021, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is filed as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

[3.1](#) [Certificate of Amendment to the Certificate of Incorporation of General Electric Company, dated July 30, 2021](#)

[99.1](#) [Press Release, dated July 30, 2021, issued by General Electric Company](#)

104.1 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Date: July 30, 2021

General Electric Company

(Registrant)

/s/ Michael J. Holston

Michael J. Holston

Senior Vice President, General Counsel
and Secretary

(3)

CERTIFICATE OF AMENDMENT
OF
THE CERTIFICATE OF INCORPORATION
OF
GENERAL ELECTRIC COMPANY
UNDER SECTION 805
OF
THE BUSINESS CORPORATION LAW OF THE STATE OF NEW YORK

FIRST: The name of the Corporation is General Electric Company.

SECOND: The Corporation was incorporated by special act of the New York Legislature, Chapter 323, Laws of 1892, effective April 15, 1892.

THIRD: The subject of this amendment by General Electric Company is to effect a combination of its Common Stock, \$0.06 par value (the "Common Stock") which is to be effected by means of a one-share-for-eight-shares combination of its Common Stock issued and outstanding or held in treasury, by reducing in the same proportion its authorized Common Stock from 13,200,000,000 authorized shares of Common Stock to 1,650,000,000 authorized shares of Common Stock, and by reducing the par value from \$0.06 to \$0.01. There is no impact on the number of the 50,000,000 authorized shares of preferred stock of the par value of \$1.00 each.

FOURTH: In order to give effect to the foregoing combination of the Common Stock, as of the time that this Certificate of Amendment to the Certificate of Incorporation becomes effective pursuant to the New York Business Corporation Law, clause A. of Section 3 of the Certificate of Incorporation is hereby replaced in its entirety with the following:

"The aggregate number of shares which the corporation is authorized to issue is 1,700,000,000 shares, consisting of:

1. 1,650,000,000 shares of common stock having a par value of \$0.01 per share; and
2. 50,000,000 shares of preferred stock having a par value of \$1 per share."

Every eight shares of Common Stock issued and outstanding or held by the Corporation in treasury immediately prior to the time that this Certificate of Amendment of the Certificate of Incorporation becomes effective pursuant to the New York Business Corporation Law shall be, effective as of the effectiveness of this Certificate of Amendment, automatically and without any action on the part of the Corporation or the respective holders thereof, combined and changed into one issued, fully paid and nonassessable share of Common Stock, subject to the treatment of fractional share interests described below. No fractional shares will be issued in connection with the combination of shares of Common Stock. In lieu of any fractional share which a shareholder would otherwise be entitled to receive as a result of the combination of shares of Common Stock, such shareholder will be entitled to receive a cash amount (without interest) equal to, as the Corporation shall determine, either (i) each such shareholder's proportionate interest in the proceeds, net of selling costs not paid and satisfied by the Corporation, from the aggregation and sale of the fractional shares by the transfer agent of the Corporation or (ii) the closing price of our Common Stock as reported on the New York Stock Exchange on the trading day immediately preceding the date that this Certificate of Amendment of the Certificate of Incorporation becomes effective, as adjusted by the ratio of one share of Common Stock for every eight shares of Common Stock, multiplied by the applicable fraction of a share.

FIFTH: Immediately prior to the effectiveness of this Certificate of Amendment, the Corporation had issued approximately 11,693,841,042 shares of Common Stock, \$0.06 par value, including approximately 2,912,537,933 treasury shares. Immediately prior to effectiveness of this Certificate of Amendment, the number of unissued shares of Common Stock, \$0.06 par value, was approximately 1,506,158,958.

At the effectiveness of this Certificate of Amendment, and disregarding the elimination of fractional shares, there will be approximately 1,461,730,130 issued shares of Common Stock, \$0.01 par value, including approximately 364,067,241 treasury shares. At the effectiveness of this Certificate of Amendment, subject to the elimination of fractional shares, there will be approximately 188,269,870 unissued shares of Common Stock, \$0.01 par value.

SIXTH: As a result of the combination of shares of Common Stock and reduction in par value, the stated capital of the Corporation will be reduced in proportion to the ratio of one share of Common Stock for every eight shares of Common Stock, and the Corporation's additional paid-in capital will be credited with the amount by which stated capital is reduced. The stated capital of the Corporation pursuant to the New York Business Corporation Law immediately prior to the effectiveness of this Certificate of Amendment is approximately \$707,570,338 and the stated capital of the Corporation pursuant to the New York Business Corporation Law at the effectiveness of this Certificate of Amendment will be approximately \$20,557,176.

SEVENTH: The amendment of the Certificate of Incorporation as set forth herein was authorized by the affirmative vote of the holders of a majority of all outstanding shares of the Corporation entitled to vote thereon, at a meeting of the shareholders duly called, noticed and held on May 4, 2021, pursuant to authorization by the Board of Directors of the Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be executed by a duly authorized person as of the 30th day of July, 2021.

GENERAL
ELECTRIC
COMPANY

/s/ Brandon

By: Smith

Name: Brandon Smith

Title: Chief Corporate, Securities and Finance Counsel
and Associate Secretary

GE COMPLETES ONE-FOR-EIGHT REVERSE STOCK SPLIT

BOSTON - July 30, 2021 - GE (NYSE:GE) announced today that it has completed the previously announced reverse stock split of GE common stock at a ratio of 1-for-8, with a proportionate reduction in the authorized shares of its common stock, and reduction in the par value of common stock to \$0.01 per share.

The reverse stock split, authorized share reduction and par value reduction were approved by GE shareholders at the annual meeting of shareholders on May 4, 2021. GE filed an amendment to its certificate of incorporation, which was accepted for filing by the New York Department of State on July 30, 2021.

GE common stock will begin trading on a split-adjusted basis when the New York Stock Exchange opens on August 2, 2021 and will continue trading on the New York Stock Exchange under the symbol "GE", with a new CUSIP number (369604 301), and on the London Stock Exchange under the symbol "GEC", Euronext Paris under the symbol "GNE", the SIX Swiss Exchange under the symbol "GE" and the Frankfurt Stock Exchange under the symbol "GEC", each with a new ISIN number (US3696043013).

As a result of the reverse stock split, every eight shares of GE common stock issued and outstanding or held as treasury shares were automatically combined into one share of GE common stock. This reduced the number of outstanding shares of GE common stock from approximately 8.8 billion to approximately 1.1 billion. Outstanding GE equity-based awards and shares or share units under GE benefit plans were proportionately adjusted.

No fractional shares were issued in connection with the reverse stock split. Shareholders that would hold a fractional share as a result of the reverse stock split will receive a cash payment in lieu of such fractional shares.

The company's transfer agent, Equiniti Trust Company ("EQ"), is acting as exchange agent for the reverse stock split. GE shareholders holding their shares of common stock in book entry form or in "street name" through a bank, broker or other nominee and holders of shares held in certificated form with an aggregate value of \$2,000 or less as part or all of an account holding do not need to take any action in connection with the reverse stock split. GE shareholders holding their shares of common stock in certificated form with an aggregate value of more than \$2,000 as part or all of an account holding will receive a letter of transmittal from EQ shortly following the effective date. EQ can be contacted toll free at 1-800-786-2543, or directly at 1-651-450-4064.

Additional information concerning the reverse stock split can be found in GE's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on March 22, 2021, as well as on GE's Investor Relations website, <https://www.ge.com/investor-relations>.

About GE

GE (NYSE:GE) rises to the challenge of building a world that works. For more than 125 years, GE has invented the future of industry, and today the company's dedicated team, leading technology, and global reach and capabilities help the world work more efficiently, reliably, and safely. GE's people are diverse and dedicated, operating with the highest level of integrity and focus to fulfill GE's mission and deliver for its customers. www.ge.com

For media inquiries, please contact:

Tara DiJulio
GE
+1 202 213 6855
Tara.Dijulio@ge.com

Steve Winoker
Vice President, Investor Relations
617.443.3400
swinoker@ge.com
