

GENERAL MOTORS ACCEPTANCE CORP

Form 424B2

November 19, 2004

Table of Contents

Filed Pursuant to Rule 424(b)(2)

Registration No. 333-108533

PROSPECTUS SUPPLEMENT

(To Prospectus Dated September 16, 2003)

\$2,500,000,000

General Motors Acceptance Corporation

\$1,750,000,000 6.75% Notes due December 1, 2014

\$750,000,000 Floating Rate Notes due December 1, 2014

The 6.75% Notes will mature on December 1, 2014. Interest will accrue from November 24, 2004 at the rate of 6.75% per year payable semi-annually in arrears on June 1 and December 1 of each year, commencing on June 1, 2005. The notes will not be redeemable prior to maturity unless certain events occur involving United States taxation.

The Floating Rate Notes will mature on December 1, 2014. Interest will accrue from November 24, 2004 at the rate of 3-month LIBOR plus 2.20% per year payable quarterly in arrears on March 1, June 1, September 1 and December 1 of each year, commencing on March 1, 2005. The notes will not be redeemable prior to maturity unless certain events occur involving United States taxation.

Application will be made to list the 6.75% Notes and the Floating Rate Notes on the Luxembourg Stock Exchange.

6.75% Notes due December 1, 2014

	<u>Per Note</u>	<u>Total</u>
Public Offering Price (1)	99.431%	\$ 1,740,042,500
Underwriting Discount	0.425%	\$ 7,437,500
Proceeds, before expenses, to General Motors Acceptance Corporation	99.006%	\$ 1,732,605,000

Floating Rate Notes due December 1, 2014

	<u>Per Note</u>	<u>Total</u>
Public Offering Price (1)	99.2738%	\$ 744,553,500
Underwriting Discount	0.400%	\$ 3,000,000
Proceeds, before expenses, to General Motors Acceptance Corporation	98.8738%	\$ 741,553,500

(1) Plus accrued interest from November 24, 2004 if settlement occurs after that date.

Investing in the 6.75% Note and the Floating Rate Notes involves risks. See Risk Factors on page S-3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the related prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through The Depository Trust Company, the Euroclear System or Clearstream Banking, *société anonyme*, Luxembourg on or about November 24, 2004.

Joint Book-Running Managers

Banc of America Securities LLC

JPMorgan

Merrill Lynch & Co.

Morgan Stanley

Barclays Capital

BNP PARIBAS

Credit Suisse First Boston

Banca IMI

Banco Nazionale del Lavoro

BNY Capital Markets, Inc.

WestLB

November 17, 2004

Table of Contents

Table of Contents

Prospectus Supplement

	Page
<u>Risk Factors</u>	S-3
<u>Incorporation of Certain Documents by Reference</u>	S-3
<u>Directors of GMAC</u>	S-5
<u>Ratio of Earnings to Fixed Charges</u>	S-6
<u>Consolidated Capitalization of GMAC</u>	S-6
<u>Selected Consolidated Financial Data</u>	S-7
<u>Use of Proceeds</u>	S-9
<u>Description of Notes</u>	S-9
<u>United States Federal Taxation</u>	S-17
<u>Underwriting</u>	S-21
<u>General Information</u>	S-24
<u>Legal Opinions</u>	S-25

Prospectus

	Page
<u>Principal Executive Offices</u>	3
<u>Where You Can Find More Information</u>	3
<u>Incorporation of Certain Documents by Reference</u>	3
<u>Disclosure Regarding Forward-Looking Statements</u>	4
<u>Description of General Motors Acceptance Corporation</u>	5
<u>Ratio of Earnings to Fixed Charges</u>	5
<u>Use of Proceeds</u>	5
<u>Description of Debt Securities</u>	5
<u>Description of Warrants</u>	11
<u>Plan of Distribution</u>	12
<u>Legal Matters</u>	15
<u>Experts</u>	15

Unless the context indicates otherwise, the words "GMAC", "we", "our", "ours" and "us" refer to General Motors Acceptance Corporation.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you different information or to make any additional representations. We are not, and the underwriters are not, making an offer of any securities other than the notes. This prospectus supplement is part of and must be read in conjunction with the accompanying prospectus dated September 16, 2003. You should not assume that the information appearing in this prospectus supplement and the accompanying prospectus, as well as the information incorporated by reference, is accurate as of any date other than the date on the front cover of this prospectus supplement.

We will deliver the notes to the underwriters at the closing of this offering when the underwriters pay us the purchase price of the notes. The underwriting agreement provides that the closing will occur on November 24, 2004, which is five business days after the date of the prospectus supplement. Rule 15c6-1 under the Securities Exchange Act of 1934 generally requires that securities trades in the secondary market settle in

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three business days, unless the parties to a trade expressly agree otherwise.

The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes may be restricted in certain jurisdictions. You should inform yourself about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

This prospectus supplement and the accompanying prospectus include particulars given in compliance with the rules governing the listing of securities on the Luxembourg Stock Exchange. GMAC accepts full responsibility for the accuracy of the information contained in this prospectus supplement and the accompanying prospectus and, having made all reasonable inquiries, confirm that to the best of our knowledge and belief there are no other facts the omission of which would make any statement contained in this prospectus supplement and the accompanying prospectus misleading.

Unless otherwise specified or the context otherwise requires, references in this prospectus supplement and accompanying prospectus to dollars , \$ and U.S.\$ are to United States dollars.

Table of Contents

RISK FACTORS

Prospective investors should carefully consider all of the information set forth in this prospectus supplement, the accompanying prospectus and any documents incorporated by reference therein before deciding to invest in any of our 6.75% Notes due December 1, 2014 (the "6.75% Notes") or our Floating Rate Notes due December 1, 2014 (the "Floating Rate Notes" and, together with the 6.75% Notes, the "Notes"). The following is not intended as, and should not be construed as, an exhaustive list of relevant risk factors. There may be other risks that a prospective investor should consider that are relevant to its own particular circumstances or generally.

You are Relying Solely on Our Creditworthiness

The Notes will constitute our unsubordinated and unsecured obligations and will rank equally among themselves and equally with all or our other unsubordinated and unsecured obligations (other than obligations preferred by mandatory provisions of law). If you purchase the Notes, you are relying on our creditworthiness alone.

Our Credit Ratings May Not Reflect All Risks of Your Investments in the Notes

Our credit ratings are an assessment by rating agencies of our ability to pay our debts when due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the Notes. These credit ratings may not reflect the potential impact of risks relating to structure or marketing of the Notes.

Although Application Will Be Made to List the Notes on the Luxembourg Stock Exchange, We Cannot Assure You That an Active Trading Market May Develop for the Notes

The Notes are a new issue of securities for which there is no trading market. We can provide no assurance regarding the future development or maintenance of a market for the Notes or the ability of holders of the Notes to sell their Notes. If such a market were to develop, the Notes could trade at prices which may be higher or lower than the initial offering price depending on many factors independent of our creditworthiness, including, among other things:

the time remaining to the maturity of the Notes;

the outstanding principal amount of the Notes; and

the level, direction and volatility of market interest rates generally.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information we file with them, which means that we can disclose important information to you by referring you to those documents, including our annual, quarterly and current reports, that are considered part of this prospectus supplement and accompanying prospectus. Information that we file later with the SEC will automatically update and supersede this information.

S-3

Table of Contents

We incorporate by reference the documents set forth below that we previously filed with the SEC. These documents contain important information about General Motors Acceptance Corporation and its finances.

<u>SEC Filings</u>	<u>Period</u>
Annual Report on Form 10-K	Year ended December 31, 2003.
Quarterly Reports on Form 10-Q	Quarters ended March 31, 2004, June 30, 2004 and September 30, 2004.
Current Reports on Form 8-K	Filed on January 20, 2004*, February 11, 2004, April 20, 2004*, April 29, 2004*, April 30, 2004, July 21, 2004*, August 31, 2004*, October 14, 2004*, October 15, 2004, October 18, 2004, October 19, 2004*, October 26, 2004, November 5, 2004 and November 10, 2004.

* This asterisk indicates reports submitted to the Securities and Exchange Commission which include information furnished pursuant to Items 2.02 and 7.01 under General Instruction B of Form 8-K, or Items 9 and 12 of Form 8-K under the General Instruction B of Form 8-K in effect prior to August 23, 2004, and is not deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934. The information furnished pursuant to Items 2.02 and 7.01 in such reports, or Items 9 and 12 in reports filed prior to August 23, 2004, is not subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, is not incorporated into this prospectus and GMAC does not intend to incorporate these reports by reference into any filing under the Securities Act or the Exchange Act.

You may, at no cost, request a copy of the documents incorporated by reference in this prospectus supplement and accompanying prospectus, except exhibits to such documents, by writing or telephoning the office of L. K. Zukauckas, Vice President and Corporate Controller, at the following address and telephone number:

General Motors Acceptance Corporation

200 Renaissance Center

Mail Code 482-B08-A36

Detroit, Michigan 48265-2000

Tel: (313) 665-4327

This prospectus supplement and accompanying prospectus, together with the documents incorporated by reference, will be available free of charge at the office of Banque Générale du Luxembourg S.A., 50 Avenue J. F. Kennedy, L-2951, Luxembourg.

Table of Contents

DIRECTORS OF GMAC

<u>Name</u>	<u>Position</u>
Walter G. Borst	Treasurer, General Motors Corporation
Richard J. S. Clout	Executive Vice President
Gary L. Cowger	President, General Motors North America and Group Vice President, General Motors Corporation
John M. Devine	Vice Chairman and Chief Financial Officer, General Motors Corporation
Eric A. Feldstein	Chairman, General Motors Acceptance Corporation and Group Vice President, General Motors Corporation
John E. Gibson	Executive Vice President
Sanjiv Khattri	Executive Vice President and Chief Financial Officer
William F. Muir	President, General Motors Acceptance Corporation
W. Allen Reed	Vice President and Chief Investment Funds Officer, General Motors Corporation
G. Richard Wagoner, Jr	Chairman and Chief Executive Officer, General Motors Corporation

The above directors do not hold any significant positions outside of General Motors Corporation, GMAC and their respective subsidiaries.

The business address of each director and the location of GMAC's principal executive offices is 200 Renaissance Center, Detroit, Michigan 48265-2000, United States.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

Unaudited			
Nine Months Ended		Year Ended	
September 30,		December 31,	
2004	2003	2003	2002
1.52	1.60	1.57	1.43

The ratio of earnings to fixed charges has been computed by dividing earnings before income taxes and fixed charges by the fixed charges.

See Ratio of Earnings to Fixed Charges in the accompanying prospectus for additional information.

CONSOLIDATED CAPITALIZATION OF GMAC**(Unaudited)****(In millions of U.S. Dollars)**

	September 30, 2004
Short-Term Debt	\$ 53,436
Long-Term Debt (a)	205,957
Total Debt	\$ 259,393
Stockholder's Equity	
Common stock, \$.10 par value (authorized 10,000 shares, outstanding 10 shares) and paid-in capital	\$ 5,770
Retained earnings	16,380
Accumulated other comprehensive income	614
Total stockholder's equity	\$ 22,764
Total Capitalization	\$ 282,157

(a) Includes fair value adjustment of \$1,433.

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Note: Commitments and contingencies of GMAC are as disclosed on page 79 of the Annual Report on Form 10-K for the year ended December 31, 2003.

There has since September 30, 2004 been no material change in the capitalization and indebtedness of the Company.

S-6

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA**

The following table sets forth our selected financial data derived from our audited consolidated financial statements for the two years ended December 31, 2003 and 2002 and from our unaudited financial statements for the nine months ended September 30, 2004 and 2003. We do not publish non-consolidated financial statements. We believe that all adjustments necessary for the fair presentation thereof have been made to the unaudited financial data. The results for the interim period ended September 30, 2004 are not necessarily indicative of the results for the full year. The following information should be read in conjunction with the consolidated financial statements and related notes incorporated by reference in this prospectus supplement and in the accompanying prospectus. See "Incorporation of Certain Documents by Reference" in this prospectus supplement and the accompanying prospectus.

	As of		As of	
	September 30,		December 31,	
	2004	2003	2003	2002
(in millions of U.S. Dollars)				
Balance Sheet Data:				
Assets				
Cash and cash equivalents	\$ 24,417	\$ 21,221	\$ 17,976	\$ 8,103
Investment securities	12,979	13,327	13,200	14,605
Loans held for sale	20,116	18,402	19,609	15,720
Finance receivables and loans, net of unearned income				
Consumer	151,266	121,238	134,511	93,588
Commercial	45,540	42,708	43,046	43,605
Allowance for credit losses	(3,412)	(3,272)	(3,195)	(3,059)
Total finance receivables and loans, net	193,394	160,674	174,362	134,134
Investment in operating leases, net	25,533	26,322	24,368	24,220
Notes receivable from General Motors	4,486	2,849	3,151	3,178
Mortgage servicing rights, net	3,775	3,258	3,720	2,683
Premiums and other insurance receivables	1,951	1,930	1,960	1,742
Other assets	25,158	27,869	29,817	23,343
Total assets	\$ 311,809	\$ 275,852	\$ 288,163	\$ 227,728
Liabilities				
Debt	\$ 259,393	\$ 225,408	\$ 238,862	\$ 183,232
Interest payable	2,922	2,693	3,122	2,719
Unearned insurance premiums and service revenue	4,621	4,115	4,228	3,497
Reserves for insurance losses and loss adjustment expenses	2,474	2,239	2,340	2,140
Accrued expenses and other liabilities	17,390	18,094	15,725	14,642
Deferred income taxes	2,245	3,089	3,650	3,667
Total liabilities	289,045	255,638	267,927	209,897
Stockholder's equity				
Common stock, \$.10 par value (10,000 shares authorized, 10 shares outstanding) and paid-in capital	5,770	5,641	5,641	5,641
Retained earnings	16,380	14,448	14,078	12,285
Accumulated other comprehensive income loss	614	125	517	(95)

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Total stockholder s equity	<u>22,764</u>	<u>20,214</u>	<u>20,236</u>	<u>17,831</u>
Total liabilities and stockholder s equity	<u>\$ 311,809</u>	<u>\$ 275,852</u>	<u>\$ 288,163</u>	<u>\$ 227,728</u>

S-7

Table of Contents

	Nine Months Ended	
	September 30,	
	2004	2003
	(in millions of U.S. Dollars)	
Income Statement Data:		
Revenue		
Consumer	\$ 7,496	\$ 6,139
Commercial	1,559	1,437
Loans held for sale	770	822
Operating leases	5,018	5,173
Total financing revenue	14,843	13,571
Interest and discount expense	(6,801)	(5,608)
Net financing revenue before provision for credit losses	8,042	7,963
Provision for credit losses	(1,361)	(1,229)
Net financing revenue	6,681	6,734
Insurance premiums and service revenue earned	2,643	2,257
Mortgage banking income	1,726	2,033
Investment income	660	664
Other income	2,510	2,276
Total net revenue	14,220	13,964
Expense		
D		