

Ally Financial Inc.
Form DEFA14A
March 23, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Ally Financial Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your *Right to Vote* ***

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on May 3, 2016.

ALLY FINANCIAL INC.

*ALLY FINANCIAL INC.
200 RENAISSANCE CENTER, 482-B09-C24*

DETROIT, MI 48265

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 18, 2016
Date: May 3, 2016 **Time:** 9:00 AM EDT
Location: The Westin Book Cadillac
Detroit
1114 Washington Boulevard
Detroit, Michigan 48226

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com/ally or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to
obtain proxy materials and voting
instructions.**

— **Before You Vote** —

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ANNUAL REPORT FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrow(located on the following page) and visit:
www.proxyvote.com/ally.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com/ally
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL* *: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 19, 2016 to facilitate timely delivery.

— **How To Vote** —

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares

Vote By Internet: To vote now by Internet, go to www.proxyvote.com/ally. Have the information that is printed in the box marked by the arrow(located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Stockholder Meeting Registration: To vote and/or attend the meeting, go to the "stockholder meeting registration" link at www.proxyvote.com/ally no later than 11:59 p.m. Eastern Time on April 29, 2016.

Voting Items

**The Board of
Directors
recommends
you vote FOR
the following:**

1. Election of
Directors

Nominees:

1a. Franklin W.
Hobbs

1b. Robert T.
Blakely

1c. Maureen A.
Breakiron-Evans

1d. Mayree C.
Clark

1e. Stephen A.
Feinberg

1f. Kim S.
Fennebresque

1g. Marjorie
Magner

1h. John J. Stack

1i. Michael F.
Stieb

1j. Kenneth J.
Bacon

1k. Jeffrey J.
Brown

The Board of Directors recommends you vote FOR the following proposals:

2. Advisory vote to approve executive compensation.

3. Ratification of the action of the Audit Committee of the Board of Directors in appointing Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2016.

NOTE: The proxies may vote in their discretion on any other business as may properly come before the meeting or any adjournment or postponement thereof.