

Ally Financial Inc.  
Form 8-K  
June 28, 2016

**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

**June 22, 2016**

(Date of report; date of  
earliest event reported)

**Commission file number:** 1-3754

**ALLY FINANCIAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware** **38-0572512**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**200 Renaissance Center**

**P.O. Box 200 Detroit, Michigan**

**48265-2000**

(Address of principal executive offices)

(Zip Code)

**(866) 710-4623**

(Registrant's telephone number, including area code)

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 Instruction 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

William H. Cary was appointed to the Ally Financial Inc. (the “Company”) Board of Directors (the “Board”), effective June 23, 2016. In connection with this appointment, Mr. Cary will receive, under the Company’s 2014 Non-Employee Directors Equity Compensation Plan, a one-time initial award of deferred stock units, as well as a prorated annual retainer grant of deferred stock units, as described in the “Director Compensation” section of the Company’s most recent proxy statement.

Further, Stephen A. Feinberg, a current director of the Company, resigned from the Board, effective June 22, 2016. Mr. Feinberg’s decision to resign did not involve any disagreement with the Company’s operations, policies or practices.

**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.

**Ally Financial Inc.**

(Registrant)

Date: June 28, 2016    By: /s/ David J. DeBrunner  
Name: David J. DeBrunner  
Title: Vice President, Chief Accounting Officer and Controller