

Ally Financial Inc.  
Form DEFA14A  
July 09, 2014

**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**  
**(Amendment No. )**

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 14-a6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 14a-111 or Rule 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)(1) 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:

**ALLY FINANCIAL INC.**

The following information supplements information contained in Ally Financial Inc.'s Definitive Proxy Statement dated June 6, 2014 for the 2014 annual stockholder meeting to be held on July 17, 2014.

July 8, 2014

Dear stockholders:

We are writing to inform you that on July 7, 2014 the Board of Directors (the "Board") of Ally Financial Inc. ("Ally" or the "Company") determined that it will include in its proxy statement for the Company's 2015 Annual Meeting of Stockholders a proposal (the "Rights Plan Proposal") soliciting stockholder approval of the Company's existing stockholder rights plan, described below. In the event that the Company does not receive the affirmative vote of the holders of a majority of Ally's outstanding common stock entitled to vote at the meeting, the Company will promptly take action to repeal the stockholder rights plan.

**Existing Stockholder Rights Plan**

On January 9, 2014, the Board approved an amendment to Ally's charter to add two new exhibits that are intended to help protect certain tax benefits primarily associated with Ally's net operating losses and tax credit carryovers, which was submitted to holders of Ally's common stock at that time for approval. Consents of shareholders holding more than 80% of the outstanding shares of common stock as of January 10, 2014, were received, and consents of shareholders holding 86.5% of the outstanding shares of common stock were received as of January 17, 2014.

The above description is qualified in its entirety by the full text of the charter, incorporated by reference in the Form 8-K filed on January 10, 2014.