

Ally Financial Inc.  
Form 8-K  
May 29, 2015

**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): May 28, 2015**

**Ally Financial Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-3754**  
**(Commission**

**File Number)**  
**200 Renaissance Center**

**38-0572512**  
**(IRS Employer**

**Identification No.)**

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**P.O. Box 200**

**Detroit, Michigan**

**48265-2000**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (866) 710-4623**

**Not Applicable**

**(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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 28, 2015, Ally Financial Inc. held its annual meeting of stockholders. The results of voting related to matters brought before stockholders are shown below.

**Proposal 1 Election of Directors**

	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Franklin W. Hobbs	403,848,593	6,564,538	11,638,954
Robert T. Blakely	339,197,463	71,215,668	11,638,954
Mayree C. Clark	339,665,888	70,747,243	11,638,954
Stephen A. Feinberg	403,144,778	7,268,353	11,638,954
Kim S. Fennebresque	403,713,899	6,699,232	11,638,954
Marjorie Magner	403,871,227	6,541,904	11,638,954
Mathew Pendo	339,591,701	70,821,430	11,638,954
John J. Stack	339,164,639	71,248,492	11,638,954
Kenneth J. Bacon	403,910,458	6,502,673	11,638,954
Jeffrey J. Brown	403,889,865	6,523,266	11,638,954

**Proposal 2 Advisory Vote to Approve Executive Compensation**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Regarding an advisory vote to approve executive compensation, stockholders approved by vote the compensation of the Company's executive officers as shown.	402,012,695	3,139,538	5,260,898	11,638,954

**Proposal 3 Advisory Vote to Approve the Frequency of a Stockholder Advisory Vote on Executive Compensation**

	<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Regarding an advisory vote to determine frequency of future stockholder advisory votes on the compensation of the Company's executive officers as shown.	385,168,618	412,349	19,502,396	5,329,768	11,638,954

**Proposal 4 Ratification of Appointment of Independent Registered Public Accounting Firm**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	415,650,156	1,175,322	5,226,607

The earlier appointment by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2015 was approved by the vote of stockholders as shown.

**Proposal 5 Ratification of the Protective Amendment to the Company s Amended and Restated Certificate of Incorporation and the Company s Existing Tax Asset Protection Plan**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Regarding a stockholder vote to ratify an amendment to the Company s Amended and Restated Certificate of Incorporation that is intended to help protect net operating losses and tax credit carryovers and to approve the adoption of the Company s Tax Asset Protection Plan.	370,281,704	34,891,321	5,240,106	11,638,954

**Item 7.01 Regulation FD Disclosure.**

Ally Financial Inc. is furnishing remarks made by Jeffrey J. Brown, Ally s Chief Executive Officer, at Ally s annual meeting of stockholders held on May 28, 2015, which are attached hereto and incorporated by reference herein as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Remarks of Jeffrey J. Brown, Chief Executive Officer of Ally Financial Inc.

**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: May 28, 2015

By: /s/ David J. DeBrunner

Name: David J. DeBrunner

Title: Vice President, Chief Accounting Officer and  
Controller