

Ally Financial Inc.  
Form 8-K  
May 03, 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**

**May 3, 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  
incorporation or organization)**

**(I.R.S. Employer  
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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 3, 2016, 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>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|----------------------------|-------------|----------------|----------------|-----------------------------|
| Franklin W. Hobbs          | 362,716,090 | 24,136,586     | 6,137,082      | 26,403,760                  |
| Robert T. Blakely          | 279,637,190 | 107,212,668    | 6,139,900      | 26,403,760                  |
| Maureen A. Breakiron-Evans | 290,794,601 | 96,048,663     | 6,146,494      | 26,403,760                  |
| Mayree C. Clark            | 268,163,705 | 118,684,051    | 6,142,002      | 26,403,760                  |
| Stephen A. Feinberg        | 381,496,749 | 5,353,046      | 6,139,963      | 26,403,760                  |
| Kim S. Fennebresque        | 381,928,429 | 4,919,114      | 6,142,215      | 26,403,760                  |
| Marjorie Magner            | 385,346,309 | 1,504,407      | 6,139,042      | 26,403,760                  |
| John J. Stack              | 290,701,506 | 96,143,316     | 6,144,936      | 26,403,760                  |
| Michael F. Steib           | 386,328,834 | 515,164        | 6,145,760      | 26,403,760                  |
| Kenneth J. Bacon           | 383,702,481 | 3,141,963      | 6,145,314      | 26,403,760                  |
| Jeffrey J. Brown           | 362,761,206 | 24,090,799     | 6,137,753      | 26,403,760                  |

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

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>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. | 373,021,397 | 7,824,910      | 12,143,451     | 26,403,760                  |

**Proposal 3 Ratification of Appointment of Independent Registered Public Accounting Firm**

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|--|-------------|----------------|----------------|
| 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 2016 was approved by the vote of stockholders as shown. | 415,333,288 | 1,607,429      | 2,452,801      |

**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 3, 2016

By: /s/ David J. DeBrunner

Name: David J. DeBrunner

Title: Vice President, Chief Accounting Officer and  
Controller