

Ally Financial Inc.
Form DEFA14A
January 05, 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
(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 is a leading financial services company with an innovative culture, distinctive customer-centric approach and digital expertise.

Over the last year, Ally has made significant strides in delivering improved and consistent profitability, strengthening the company's financial profile and further deepening its customer relationships

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- Increased core income approximately 11% to \$1.4 billion year-to-date through Q3
 - Achieved core return on tangible common equity (ROTCE) above the targeted 9% in two of the first three quarters in 2015

Strong

Financial • Redeemed \$2.6 billion of Series G preferred securities, paving the way to become a future common dividend payer and buy back common stock to further drive shareholder value

Profile

- Reduced cost of funds 22 bps while growing retail deposits and reducing long-term unsecured debt
- Achieved adjusted efficiency ratio in mid-40% range while continuing to reinvest in future infrastructure

Operational

Performance

- Generated auto originations in excess of \$40 billion in 2015, surpassing target
- Expanded active dealer network by 900+ to 17,500 dealers

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- Broadened network of auto dealers, with one-third of originations from Growth dealers
 - Established financing relationships with Mitsubishi, Aston Martin, McLaren and Beepi
 - Launched Ally Premier Protection, an industry-leading vehicle service contract
 - Grew bank deposits in excess of \$7 billion from 1 million+ customers in 2015
 - Named “Best Online Bank” from MONEY® Magazine five years in a row
 - Grew Corporate Finance portfolio 30% and expanded into venture-backed technology sector
 - Announced plans to add credit card and mortgage products in 2016
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- Sold more than 5 million vehicles on SmartAuction internet auction since inception

Digital • Working with online auto retailers and auto dealers to offer digital auto financing options

Expertise

- Exceeded \$55 billion in retail deposits from online bank
- Launched mobile virtual assistant, Ally AssistSM, for deposit customers

Important Additional Information

Ally Financial Inc. (“Ally”) intends to file a proxy statement with the U.S. Securities and Exchange Commission (the “SEC”) with respect to the 2016 Annual Meeting. ALLY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO

READ ANY SUCH PROXY STATEMENT, THE ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Ally, its directors, executive officers and other employees may be deemed to be participants in the solicitation of proxies from Ally stockholders in connection with the matters to be considered at Ally's 2016 Annual Meeting. Information about Ally's directors and executive officers is available in Ally's proxy statement, dated April, 8, 2015, for its 2015 Annual Meeting, its Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on February 27, 2015, its Quarterly Reports on Form 10-Q for the first three quarters of the fiscal year ended December 31, 2015 filed on May 1, 2015, July 30, 2015 and October 29, 2015, respectively and its Current Reports on Form 8-K, which were filed with the SEC on July 22, 2015, June 15, 2015, March 20, 2015 and February 5, 2015. To the extent holdings of Ally's securities by such directors or executive officers have changed since the amounts printed in the 2015 proxy statement, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with Ally's 2016 Annual Meeting. Stockholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by Ally with the SEC free of charge at the SEC's website at www.sec.gov. Copies also will be available free of charge at Ally's website at www.ally.com or by contacting Ally's Investor Relations at 1-866-710-4623.

Forward-Looking Statements

In this communication and in comments by Ally Financial Inc. ("Ally") management, the use of the words "expect," "anticipate," "estimate," "forecast," "initiative," "objective," "plan," "goal," "project," "outlook," "priorities," "target," "explore," "positions," "intend," "evaluate," "pursue," "seek," "may," "would," "could," "should," "believe," "potential," "continue," or the negative of any of those words or similar expressions is intended to identify forward-looking statements. All statements herein and in related charts and management comments, other than statements of historical fact, including without limitation, statements about future events and financial performance, are forward-looking statements that involve certain risks and uncertainties.

While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and Ally's actual results may differ materially due to numerous important factors that are described in the most recent reports on SEC Forms 10-K and 10-Q for Ally, each of which may be revised or supplemented in subsequent reports filed with the SEC. Such factors include, among others, the following: maintaining the mutually beneficial relationship between Ally and General Motors, and Ally and Chrysler, and our ability to further diversify our business; our ability to maintain relationships with automotive dealers; the significant regulation and restrictions that we are subject to as a bank holding company and financial holding company; the potential for deterioration in the residual value of off-lease vehicles; disruptions in the market in which we fund our operations, with resulting negative impact on our liquidity; changes in our accounting assumptions that may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; changes in our credit ratings; changes in economic conditions, currency exchange rates or political stability in the markets in which we operate; and changes in the existing or the adoption of new laws, regulations, policies or other activities of governments, agencies and similar organizations (including as a result of the Dodd-Frank Act and Basel III).

Investors are cautioned not to place undue reliance on forward-looking statements. Ally undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future

events or other such factors that affect the subject of these statements, except where expressly required by law.

¹ Excludes charges related to the extinguishment of high-cost legacy debt and other balance sheet repositioning items