

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

| | For | Against | Abstain | Broker Non-Votes |
|----------------------------|-------------|----------------|----------------|-----------------------------|
| 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

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|----------------|----------------|-----------------------------|
| 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

| | For | Against | Abstain |
|--|-------------|----------------|----------------|
| 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