

Ally Financial Inc.  
Form 424B2  
November 18, 2015  
**Table of Contents**

**CALCULATION OF REGISTRATION FEE**

	<b>Title of Each Class of Securities Offered</b>	<b>Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
	5.750% Subordinated Notes due 2025	\$750,000,000	\$75,525

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

**Table of Contents**

Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-193070

**Prospectus Supplement**

(To Prospectus dated December 24, 2013)

**\$750,000,000**

**Ally Financial Inc.**

**5.750% Subordinated Notes due 2025**

This is an offering of \$750,000,000 aggregate principal amount of 5.750% Subordinated Notes due 2025 (the "notes") of Ally Financial Inc. ("Ally"). The notes will bear interest at a rate of 5.750% per year. Ally will pay interest on the notes semi-annually on May 20 and November 20, in cash in arrears, of each year, beginning on May 20, 2016. The notes will mature on November 20, 2025.

The notes may be redeemed by us (i) at any time on or after October 21, 2025 (30 days prior to the maturity date of the notes), in whole or in part, or (ii) within 90 days following a Regulatory Capital Treatment Event (as defined under "Description of Notes Redemption"), in whole but not in part. The redemption price for any redemption will be equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. No redemption or early redemption of amounts owed under the notes may be made without the prior written consent of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). There is no sinking fund for the notes.

The notes will be subordinated unsecured obligations of Ally and will rank junior and be subordinated in right of payment to all of Ally's existing and future indebtedness that is not by its terms expressly subordinated or equal in right of payment to the notes, equal in right of payment with all of Ally's existing and future indebtedness that is issued on a pari passu basis with the notes, and senior in right of payment to all of Ally's existing and future secured indebtedness that by its terms is expressly subordinated to the notes. The notes will be effectively subordinated to all existing and future secured indebtedness of Ally to the extent of the value of the assets securing such indebtedness and structurally subordinated to all existing and future indebtedness and other liabilities (including trade payables) of subsidiaries of Ally, to the extent of the value of the assets of those subsidiaries.

The notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will not be listed on any exchange, listing authority or quotation system. Currently, there is no public market for the notes.

*Investing in the notes involves risks. See **Risk Factors** beginning on page S-8 and incorporated by reference herein to read about risks you should consider before buying the notes.*

	Per note	Total
Price to public(1)	99.065%	\$ 742,987,500
Underwriting discount	1.000%	\$ 7,500,000
Proceeds, before expenses, to Ally	98.065%	\$ 735,487,500

(1) Plus accrued interest, if any, from November 20, 2015.

**The notes are not savings or deposit accounts of Ally or any of its subsidiaries, and are not insured by the Federal Deposit Insurance Corporation or any other government agency or insurer.**

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form through The Depository Trust Company ( DTC ) and its participants, including Euroclear Bank, SA/NV and Clearstream Banking, *société anonyme*, on or about November 20, 2015.

*Joint Book-Running Managers*

**Barclays      BofA Merrill Lynch      Citigroup      Deutsche Bank Securities      J.P. Morgan**

*Co-Managers*

**BMO Capital Markets      CIBC Capital Markets      Credit Agricole CIB      Lloyds Securities      Scotiabank      SOCIETE GENERALE**

**Baylock Beal Van, LLC      Drexel Hamilton      Lebenthal Capital Markets      Mischler Financial Group, Inc.**  
November 17, 2015

**Table of Contents****TABLE OF CONTENTS****Prospectus Supplement**

	<b>Page</b>
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	S-1
<u>Industry and Market Data</u>	S-1
<u>Summary</u>	S-2
<u>Use of Proceeds</u>	S-6
<u>Ratio of Earnings to Fixed Charges</u>	S-7
<u>Risk Factors</u>	S-8
<u>Capitalization</u>	S-13
<u>Selected Historical Consolidated Financial Data</u>	S-14
<u>Description of Notes</u>	S-15
<u>Book-Entry, Delivery and Form of Notes</u>	S-23
<u>Certain Benefit Plan and IRA Considerations</u>	S-26
<u>U.S. Federal Income Tax Consequences</u>	S-28
<u>Underwriting</u>	S-31
<u>Incorporation by Reference: Where You Can Find More Information</u>	S-36
<u>Legal Matters</u>	S-37
<u>Independent Registered Public Accounting Firm</u>	S-37

**Prospectus**

	<b>Page</b>
<u>About this Prospectus</u>	1
<u>Information Incorporated by Reference: Where You Can Find More Information</u>	2
<u>Cautionary Statement Regarding Forward-Looking Statements</u>	3
<u>Summary</u>	4
<u>Risk Factors</u>	5
<u>Use of Proceeds</u>	6
<u>Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Dividend Requirements</u>	7
<u>Description of Senior Guaranteed Notes and Guarantees of Senior Guaranteed Notes</u>	8
<u>Description of Senior Notes</u>	19
<u>Description of Subordinated Notes</u>	25
<u>Description of Preferred Stock</u>	26
<u>Book-Entry, Delivery and Form of Notes</u>	28
<u>Validity of Securities</u>	31
<u>Experts</u>	31

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and the securities we may offer from time to time. This prospectus supplement describes the specific details regarding this offering. Additional information is incorporated by reference in this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

Neither we nor the underwriters have authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus prepared by or on behalf of us or to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer of these notes in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any such free writing prospectus is accurate as of any date other than their respective dates.

**Table of Contents**

The distribution of this prospectus supplement, the accompanying prospectus or any free writing prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement, the accompanying prospectus or any free writing prospectus comes should inform themselves about and observe such restrictions. This prospectus supplement, the accompanying prospectus or any free writing prospectus does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation.

References in this prospectus supplement to the Company, we, us, and our refer to Ally Financial Inc. and its direct and indirect subsidiaries on a consolidated basis, unless otherwise indicated or the context otherwise requires, and the term Ally refers only to Ally Financial Inc.

**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus supplement and the accompanying prospectus contain or incorporate by reference documents containing various forward-looking statements within the meaning of applicable federal securities laws, including the Private Securities Litigation Reform Act of 1995, that are based upon our current expectations and assumptions concerning future events that are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated.

The words expect, anticipate, estimate, forecast, initiative, objective, plan, goal, project, outlook, priorities, target, intend, may, would, could, should, believe, potential, continue, or the negative of any of these words or similar expressions are intended to identify forward-looking statements. All statements contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, 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 our actual results may differ materially due to numerous important factors that are described in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as updated by our subsequent Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K and the other documents incorporated by reference herein. See **Incorporation by Reference; Where You Can Find More Information**. Many of these risks, uncertainties and assumptions are beyond our control, and may cause our actual results and performance to differ materially from our expectations. Accordingly, you should not place undue reliance on any forward-looking statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and should consider all uncertainties and risks discussed, including those under **Risk Factors** in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein. Such forward-looking statements apply only as of the date they are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances that arise after the date the forward-looking statement is made.

**INDUSTRY AND MARKET DATA**

We obtained the industry, market and competitive position data included in this prospectus supplement and in the documents incorporated by reference herein from our own internal estimates and research as well as from industry and general publications and research, surveys and studies conducted by third parties. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information.

**Table of Contents**

**SUMMARY**

*This summary highlights some of the information contained, or incorporated by reference, in this prospectus supplement. It does not contain all of the information that is important to you. You should read both this prospectus supplement and the accompanying prospectus in their entirety, including the information incorporated by reference, to understand fully the terms of the notes, as well as the other considerations that are important to you in making your investment decision. You should pay special attention to the Risk Factors beginning on page S-8 and incorporated by reference herein as well as the section entitled Cautionary Statement Regarding Forward-Looking Statements on page S-1.*

**Ally Financial Inc.**

Ally Financial Inc. is a leading, independent, diversified financial services firm with \$156.1 billion in assets as of September 30, 2015. Founded in 1919, we are a leading financial services company with more than 95 years of experience providing a broad array of financial products and services, primarily to automotive dealers and retail customers. We operate as a financial holding company and a bank holding company. Our banking subsidiary, Ally Bank, is an indirect, wholly-owned subsidiary of Ally Financial Inc. and a leading franchise in the growing direct (internet, telephone, mobile, and mail) banking market, with total deposits of \$63.8 billion as of September 30, 2015.

Our principal executive offices are located at 200 Renaissance Center, Detroit, Michigan 48265, and our telephone number is (866) 710-4623.

**Our Business**

Our Dealer Financial Services operations offer a wide range of financial services and insurance products to automotive dealerships and their retail customers. We have deep dealer relationships that have been built over our more than 95-year history, and we are leveraging competitive strengths to expand our dealer footprint. Our dealer-focused business model encourages dealers to use our broad range of products through incentive programs like our Ally Dealer Rewards program, which rewards individual dealers based on the depth and breadth of our relationship. Our automotive finance services include providing retail installment sales contracts, loans, and leases; offering term loans to dealers, financing dealer floorplans and other lines of credit to dealers; fleet financing, and vehicle remarketing services. We also offer retail vehicle service contracts and commercial insurance primarily covering dealers' wholesale vehicle inventories. We are a leading provider of vehicle service contracts, guaranteed automobile protection and maintenance coverage.

Ally Bank, our direct banking platform, is focused on the continued prudent expansion of assets and further building a stable deposit base through growing and deepening relationships with its over 1,000,000 primary customers driven by its compelling brand and strong value proposition. Ally Bank raises deposits directly from customers through direct banking via internet, telephone, mobile and mail channels. Ally Bank offers a full spectrum of deposit product offerings including savings and money market accounts, certificates of deposit, interest-bearing checking accounts, trust accounts, and individual retirement accounts. We continue to expand the deposit product offerings and accessibility in our banking platform in order to meet customer needs. During the nine months ended September 30, 2015, the deposit base at Ally Bank grew \$5.9 billion, an increase of 10.2% from December 31, 2014. Ally Bank's assets and operating results are divided between our Automotive Finance operations, Mortgage operations and Corporate Finance business based on its underlying business activities.

For more information about our lines of business, please refer to Item 1. Business of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as well as any descriptions of our business in our subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are incorporated by reference herein.

**Table of Contents**

**Ratio of Earnings to Fixed Charges**

Our ratio of earnings to fixed charges for the nine months ended September 30, 2015 and the years ended December 31, 2014, 2013, 2012, 2011 and 2010 were 1.50, 1.43, 1.10, 1.13, 0.96 and 0.95, respectively. See Ratio of Earnings to Fixed Charges.

S-3



**Table of Contents**

**Summary of the Notes**

*The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of Notes section of this prospectus supplement contains more detailed descriptions of the terms and conditions of the notes.*

*For a description of certain considerations that should be taken into account in connection with an investment in the notes, see Risk Factors beginning on page S-8.*

<b>Issuer</b>	Ally Financial Inc.
<b>Notes Offered</b>	\$750,000,000 aggregate principal amount of 5.750% Subordinated Notes due 2025.
<b>Maturity Date</b>	The notes will mature on November 20, 2025.
<b>Interest</b>	The notes will bear interest at a rate of 5.750% per year, payable semi-annually, in arrears, on May 20 and November 20 of each year, commencing on May 20, 2016.
<b>Ranking</b>	<p>The notes will constitute subordinated unsecured indebtedness of Ally.</p> <p>The notes will:</p> <ul style="list-style-type: none"> <li>rank junior in right of payment to all of Ally's existing and future indebtedness that is not by its terms expressly subordinated or equal in right of payment to the notes;</li> <li>rank equally in right of payment with all of Ally's existing and future unsecured indebtedness that is issued on a <i>pari passu</i> basis with the notes;</li> <li>rank senior in right of payment to all of Ally's existing and future indebtedness that by its terms is expressly subordinated to the notes;</li> <li>be effectively subordinated to Ally's existing and future secured indebtedness to the extent of the value of the assets securing such indebtedness; and</li> <li>be structurally subordinated to all of the existing and future indebtedness and other liabilities (including trade payables</li> </ul>

and lease obligations and, in the case of Ally Bank, its deposits) of Ally's subsidiaries to the extent of the value of the assets of such subsidiaries.

As of September 30, 2015, the Company had approximately \$73.8 billion in principal amount of total debt outstanding, consisting of \$24.1 billion and \$49.7 billion in principal amount of unsecured and secured debt, respectively, of which \$70.6 billion in principal amount would have ranked senior in right of payment to the notes.

S-4

**Table of Contents**

**Optional Redemption**

The notes may be redeemed by us:

at any time on or after October 21, 2025 (30 days prior to the maturity date of the notes), in whole or in part, or

within 90 days following a Regulatory Capital Treatment Event (as defined under Description of Notes Redemption ), in whole but not in part.

The redemption price for any redemption will be equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date.

No redemption or early redemption of amounts owed under the notes may be made without the prior written consent of the Federal Reserve.

**No Prior Market**

The notes will be new securities for which there is no market. Although the underwriters have advised us that they intend to make a market in the notes, they are not obligated to do so, and any market making with respect to such notes may be discontinued without notice. We do not intend to list the notes on any securities exchange. Accordingly, we cannot assure you that a liquid market for the notes will develop or be maintained.

**Use of Proceeds**

We intend to use the net proceeds from this offering principally for the redemption of our Fixed Rate Cumulative Perpetual Preferred Stock, Series G. Pending specific application of the net proceeds, we may invest our net proceeds in short-term, marketable securities. See Use of Proceeds.

**Considerations for Benefit Plan Investors**

For a discussion of certain prohibited transactions and fiduciary duty issues pertaining to purchases by or on behalf of an employee benefit plan, see Certain Benefit Plan and IRA Considerations.

**Risk Factors**

For a discussion of risks that you should consider carefully before making an investment in the notes, please read Risk Factors.

**Table of Contents**

**USE OF PROCEEDS**

We estimate that the net proceeds from this offering will be approximately \$735,487,500, after deducting the underwriting discount and before estimated offering expenses payable by us. We estimate that our expenses, other than the underwriting discount, will be approximately \$500,000.

We intend to use the net proceeds from this offering principally for the redemption of our Fixed Rate Cumulative Perpetual Preferred Stock, Series G. Pending specific application of the net proceeds, we may invest our net proceeds in short-term, marketable securities.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

Our consolidated ratio of earnings to fixed charges were as follows for the periods presented:

	<b>Nine months ended</b>		<b>Year ended December 31,</b>			
	<b>September 30, 2015</b>	<b>2014(a)</b>	<b>2013(a)</b>	<b>2012(a)</b>	<b>2011(a)</b>	<b>2010(a)</b>
Ratio of earnings to fixed charges(b)	1.50	1.43	1.10	1.13	0.96	0.95

- (a) During 2013 and 2012, certain disposal groups met the criteria to be presented as discontinued operations. For all periods presented, the operating results for these operations have been removed from continuing operations. We report these businesses separately as discontinued operations in the Condensed Consolidated Financial Statements. Refer to Note 2 to the Condensed Consolidated Financial Statements for further discussion of our discontinued operations. All reported periods of the calculation of the ratio of earnings to fixed charges exclude discontinued operations.
- (b) The ratio indicates a less than one-to-one coverage for the years ended December 31, 2011 and 2010. Earnings available for fixed charges for the years ended December 31, 2011 and 2010 were inadequate to cover fixed charges. The deficient amounts for the ratio were \$183 million and \$244 million for the years ended December 31, 2011 and 2010, respectively.

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**Table of Contents**

**RISK FACTORS**

*Your decision whether to acquire any notes will involve risk. The risks described below are intended to highlight risks that are specific to the notes being offered, but are not the only risks we face.*

*You should be aware of, and carefully consider, the following risk factors, along with all of the risks and other information provided or referred to in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein, including the discussion in our periodic and current reports including all of the risks discussed in the Risk Factors section thereof, before deciding whether to participate in the offering of the notes. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of those risks actually occurs, our business, financial condition and results of operations would suffer. The risks discussed below also include forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements. See Cautionary Statement Regarding Forward-Looking Statements in this prospectus supplement.*

**Risks Relating to the Notes**

***Our substantial level of indebtedness could materially adversely affect our ability to generate sufficient cash to fulfill our obligations under the notes, our ability to react to changes in our business and our ability to incur additional indebtedness to fund future needs.***

We have a substantial amount of indebtedness, which requires significant interest and principal payments. As of September 30, 2015, we had approximately \$73.8 billion in principal amount of indebtedness outstanding. We may incur additional indebtedness from time to time. If we do so, the risks related to our high level of indebtedness could be increased.

Our substantial level of indebtedness could have important consequences to holders of the notes, including the following:

making it more difficult for us to satisfy our obligations with respect to our indebtedness, including the notes;

requiring us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing funds available for other purposes;

increasing our vulnerability to adverse economic and industry conditions, which could place us at a competitive disadvantage compared to our competitors that have relatively less indebtedness;

limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate; and

limiting our ability to borrow additional funds, or to dispose of assets to raise funds, if needed, for working capital, capital expenditures, acquisitions, research and development and other corporate purposes.

In addition, a breach of any of the restrictions or covenants in our debt agreements could cause a cross-default under other debt agreements. A significant portion of our indebtedness then may become immediately due and payable. We are not certain whether we would have, or be able to obtain, sufficient funds to make these accelerated payments. If any of our indebtedness is accelerated, our assets may not be sufficient to repay in full such indebtedness and our other indebtedness.

***We may not be able to generate sufficient cash to service all of our indebtedness, including the notes.***

Our ability to make scheduled payments of principal and interest or to satisfy our obligations in respect of our indebtedness, to refinance our indebtedness or to fund capital expenditures will depend on our future



## **Table of Contents**

operating performance. Prevailing economic conditions (including interest rates), regulatory constraints, including, among other things, on distributions to us from our subsidiaries and required capital levels with respect to certain of our banking and insurance subsidiaries, and financial, business and other factors, many of which are beyond our control, will also affect our ability to meet these needs. We may not be able to generate sufficient cash flows from operations, or obtain future borrowings in an amount sufficient to enable us to pay our indebtedness, or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness when needed on commercially reasonable terms or at all.

### ***Our obligations under the notes will be subordinated.***

Our payment obligation under the notes will rank junior in right of payment and upon our liquidation to all of our senior indebtedness on the terms set forth in the indenture pursuant to which the notes will be issued. We, therefore, cannot make any payments on the notes if (i) we have defaulted on the payment of any of our senior indebtedness and the default is continuing, (ii) the maturity of any senior indebtedness has been or would be permitted upon notice or the passage of time to be accelerated as a result of a default and the default is continuing and such acceleration has not been rescinded or annulled or (iii) we have filed for bankruptcy or are liquidating, dissolving or winding-up or in receivership, and our senior indebtedness has not been repaid in full.

As of September 30, 2015, we had senior indebtedness with an outstanding principal balance of approximately \$70.6 billion. The indenture pursuant to which the notes will be issued does not place any limit on the amount of liabilities that we may issue, guarantee or otherwise incur or the amount of liabilities, including debt or preferred stock, that our subsidiaries may issue, guarantee or otherwise, incur. We expect from time to time to incur additional indebtedness and other liabilities, and we may guarantee indebtedness that will be senior to the notes.

### ***Our subsidiaries will not guarantee the notes and will not be restricted under the indenture for the notes. Your right to receive payments on the notes is effectively subordinated to the indebtedness and other liabilities of our subsidiaries.***

Our subsidiaries will not guarantee the notes and will not be restricted under the indenture for the notes. Accordingly, in the event of a bankruptcy or insolvency, the claims of creditors of our subsidiaries would also rank effectively senior to the notes, to the extent of the assets of those subsidiaries. None of our subsidiaries, or any of their respective subsidiaries, has any obligation to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or other payments. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, holders of their liabilities, including trade creditors, will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us. The notes and the indenture will permit us to sell our interests in (through merger, consolidation or otherwise) our subsidiaries, or sell all or substantially all of the assets of any of our subsidiaries, in each case, without the consent of the holders of the notes in certain circumstances.

Our less than wholly owned subsidiaries may also be subject to restrictions on their ability to distribute cash to us in their financing or other agreements. As a result, we may not be able to access their cash flows to service our debt obligations, including obligations in respect of the notes.

### ***The notes will be effectively subordinated to our existing and future secured indebtedness which is secured by a lien on certain of our assets.***

As of September 30, 2015, we had approximately \$49.7 billion in aggregate principal amount of secured indebtedness outstanding. The notes will not be secured by any of our assets. As a result, our existing and future secured indebtedness will rank effectively senior to the indebtedness represented by the notes, to the extent of the value of the assets securing such indebtedness. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation or reorganization, or other bankruptcy proceeding, our secured creditors will have a superior claim to the applicable collateral. If any of the foregoing occurs, we cannot assure



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**Table of Contents**

you that there will be sufficient assets to pay amounts due on the notes. The existing and future liabilities of our subsidiaries will be structurally senior to the indebtedness represented by the notes to the extent of the value of the assets of such subsidiaries.

In addition, if we default under any of our existing or future secured indebtedness, the holders of such indebtedness could declare all of the funds borrowed thereunder, together with accrued interest, immediately due and payable. If we are unable to repay such indebtedness, the holders of such indebtedness could foreclose on the pledged assets to the exclusion of the holders of the notes, even if an event of default exists under the indenture governing the notes at such time. In any such event, because the notes will not be secured by any of our assets, it is possible that there would be no assets remaining from which your claims could be satisfied or, if any assets remained, they might be insufficient to satisfy your claims in full.

***Rating agencies may change their practices for rating the notes, which may affect the market price of the notes.***

The rating agencies that currently or may in the future publish a rating for us, including Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and Fitch Ratings, each of which is expected to initially publish a rating of the notes, may, from time to time in the future, change the way they analyze securities with features similar to the notes. This may include, for example, changes to the relationship between ratings assigned to an issuer's senior securities and ratings assigned to securities with features similar to the notes. If the rating agencies change their practices for rating these types of securities in the future, and the ratings of the notes are subsequently lowered, that could have a negative impact on the trading price of the notes.

***Your ability to transfer the notes may be limited by the absence of an active trading market, and there is no assurance that any active trading market will develop for the notes.***

The notes are an issue of securities for which there is no established public market. The underwriters have advised us that they intend to make a market in the notes, as permitted by applicable laws and regulations; however, the underwriters are not obligated to make a market in the notes and they may discontinue their market-making activities at any time without notice. Therefore, an active market for the notes may not develop or, if developed, it may not continue. The liquidity of any market for the notes will depend upon, among other things, the number of holders of the notes, our performance, the market for similar securities, the interest of securities dealers in making a market in the notes and other factors. A liquid trading market may not develop for the notes. If a market develops for the notes, the notes could trade at prices that may be lower than the initial offering price of the notes. If an active market does not develop or is not maintained, the price and liquidity of the notes may be adversely affected. Historically, the market for non-investment grade debt securities has been subject to disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for the notes may not be free from similar disruptions and any such disruptions may adversely affect the prices at which you may sell your notes.

***The notes will not have the benefit of certain contractual protections found in other debt securities.***

The indenture will not contain any financial covenants and will not restrict us from paying dividends to the holders of our common stock. In addition, we will not be restricted under the indenture from granting security interests over our assets. Finally, we will not be subject to any limitation under the indenture on the amount of secured or unsecured debt, including senior indebtedness, that we may incur. Our incurrence of additional debt may have important consequences for holders of the notes, including making it more difficult for us to satisfy our obligations with respect to the notes, a decrease in the trading value of the notes, and a risk that the credit rating of the notes is lowered or withdrawn.

***Holders of the notes will have limited rights if there is an event of default.***

Payment of the principal of the notes may be accelerated only in the event of certain events of bankruptcy or insolvency involving us. There is no right of acceleration in the case of default in the payment of principal of, or interest on, the notes or in the performance of any of our other obligations under the notes. See [Description of Notes](#) [Events of Default](#).

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**Table of Contents**

*A court could deem the issuance of the notes to be a fraudulent conveyance and void all or a portion of the obligations represented by the notes.*

In a bankruptcy proceeding by Ally, a trustee, debtor in possession, or someone else acting on behalf of the bankruptcy estate may seek to recover transfers made or void obligations incurred prior to the bankruptcy proceeding on the basis that such transfers and obligations constituted fraudulent conveyances. Fraudulent conveyances are generally defined to include transfers made or obligations incurred for less than reasonably equivalent value or fair consideration when the debtor was insolvent, inadequately capitalized or in similar financial distress or that rendered the debtor insolvent, inadequately capitalized or unable to pay its debts as they become due, or transfers made or obligations incurred with the intent of hindering, delaying or defrauding current or future creditors. A trustee or such other parties may recover such transfers and avoid such obligations made within two years prior to the commencement of a bankruptcy proceeding. Furthermore, under certain circumstances, creditors may generally recover transfers or void obligations outside of bankruptcy under applicable fraudulent transfer laws, within the applicable limitation period, which are typically longer than two years. In bankruptcy, a representative of the estate may also assert such claims. If a court were to find that Ally issued the notes under circumstances constituting a fraudulent conveyance, the court could void all or a portion of the obligations under the notes. In addition, under such circumstances, the value of any consideration holders received with respect to the notes could also be subject to recovery from such holders and possibly from subsequent transferees.

Therefore, a note could be voided, or claims in respect of a note could be subordinated to all other debts of Ally, if Ally at the time it incurred the indebtedness evidenced by the notes received less than reasonably equivalent value or fair consideration for the issuance of such notes, and:

was insolvent or rendered insolvent by reason of such issuance or incurrence;

was engaged in a business or transaction for which Ally's remaining assets constituted unreasonably small capital; or

intended to incur, or believed that it would incur, debts beyond its ability to pay those debts as they mature.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a debtor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than all of its assets at fair valuation;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

We cannot assure you as to what standard a court would apply in determining whether Ally would be considered to be insolvent. If a court determined that Ally was insolvent after giving effect to the issuance of the new securities, it could void the notes, or potentially impose other forms of damages.

***With respect to certain actions under the indenture that will govern the notes, holders of notes will vote together as a single class with holders of all other debt securities issued under the indenture that will govern the notes that are adversely affected by such actions; therefore the voting interest of a holder of notes under the indenture with respect to such actions will be diluted.***

For purposes of the indenture that will govern the notes, the notes offered hereby and all other debt securities issued thereunder will generally constitute a single class of debt securities. Therefore, any action under the indenture that will govern the notes other than those actions affecting only a particular series of notes will require the consent of the holders of not less than 66<sup>2</sup>/<sub>3</sub>% in aggregate principal amount of the debt securities issued thereunder that are affected thereby. See Description of Notes Modification of the Indenture.



**Table of Contents**

Consequently, any action requiring the consent of holders of notes under the indenture that will govern the notes may also require the consent of holders of a significant portion of the remaining debt securities issued thereunder, and the individual voting interest of each holder of such notes may be accordingly diluted with respect to such actions. In addition, holders of debt securities could vote in favor of certain actions under the indenture that holders of the notes vote against, and the requisite consent to such action could be received nonetheless. We also may, from time to time, issue additional debt securities under the indenture that will govern the notes which could further dilute the individual voting interest of each holder of the notes with respect to such actions.

***Because the notes may be redeemed at our option under certain circumstances prior to their maturity, you may be subject to reinvestment risk.***

Subject to the receipt of the approval of the Federal Reserve, the notes will be redeemable by us (i) at any time on or after October 21, 2025 (30 days prior to the maturity date of the notes), in whole or in part, or (ii) within 90 days following a Regulatory Capital Treatment Event (as defined under Description of Notes Redemption ), in whole but not in part, in either case at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date. Any such redemption may have the effect of reducing the income or return that you may receive on an investment in the notes by reducing the term of the investment. If this occurs, you may not be able to reinvest the proceeds at an interest rate comparable to the rate paid on the notes. See Description of Notes Redemption.

**Table of Contents****CAPITALIZATION**

The following table sets forth on a consolidated basis:

the actual capitalization of Ally as of September 30, 2015; and

the adjusted capitalization of Ally as of September 30, 2015 on an as adjusted basis to reflect the issuance of the notes.

This table should be read in conjunction with the Selected Historical Consolidated Financial Data elsewhere in this prospectus supplement and the historical consolidated financial statements and related notes that are contained in our Annual Report on Form 10-K for the year ended December 31, 2014 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, which are incorporated by reference into this prospectus supplement.

	<b>As of September 30, 2015</b>	
	<b>Actual</b>	<b>As Adjusted</b>
	<b>(in millions)</b>	
Cash and cash equivalent	\$ 5,227	\$ 6,707(1)
Short-term debt:		
Secured	1,920	1,920
Unsecured	3,458	3,458
Total short-term debt	5,378	5,378
Long-term debt:		
Secured		
Due within one year	11,565	11,565
Due after one year	36,196	36,196
Total secured long-term debt	47,761	47,761
Unsecured		
Due within one year	1,848	1,848
Due after one year(2)	17,852	17,852
3.250% Senior Notes due 2018(3)		749
New 5.750% Subordinated Notes due 2025(4)		743
Total unsecured long-term debt	19,700	21,192
Total long-term debt	67,461	