

Ally Financial Inc.
Form 8-K
May 09, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

May 8, 2018

(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)

(I.R.S. Employer
Identification No.)

Ally Detroit Center

500 Woodward Ave.

Floor 10, Detroit, Michigan

48226

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 8, 2018, Ally Financial Inc. (**Ally**) held its annual meeting of stockholders (**Annual Meeting**). The results of voting on matters brought before stockholders are shown below.

Proposal 1 — Election of Directors

| | For | Against | Abstain | Broker Non-Votes |
|----------------------------|-------------|------------|-----------|---------------------|
| Franklin W. Hobbs | 369,595,612 | 15,916,438 | 1,587,776 | 11,611,806 |
| Kenneth J. Bacon | 384,720,978 | 2,019,349 | 359,499 | 11,611,806 |
| Maureen A. Breakiron-Evans | 386,702,506 | 42,755 | 354,565 | 11,611,806 |
| William H. Cary | 386,180,554 | 557,644 | 361,628 | 11,611,806 |
| Mayree C. Clark | 386,676,928 | 66,063 | 356,835 | 11,611,806 |
| Kim S. Fennebresque | 382,274,428 | 4,465,301 | 360,097 | 11,611,806 |
| Marjorie Magner | 386,669,034 | 75,306 | 355,486 | 11,611,806 |
| John J. Stack | 386,647,835 | 89,265 | 362,726 | 11,611,806 |
| Michael F. Steib | 386,682,344 | 55,627 | 361,855 | 11,611,806 |
| Jeffrey J. Brown | 386,670,212 | 72,863 | 356,751 | 11,611,806 |

Proposal 2 — Advisory Vote on Executive Compensation

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|------------|---------|---------------------|
| | 359,752,980 | 26,794,086 | 552,760 | 11,611,806 |

Proposal 3 — Ratification of the Audit Committee’s Engagement of Deloitte & Touche LLP as the Company’s Independent Registered Public Accounting Firm for 2018

| For | Against | Abstain |
|-------------|-----------|---------|
| 388,788,425 | 9,546,501 | 376,706 |

Item 7.01 Regulation FD Disclosure.

On May 8, 2018, at the Annual Meeting, Ally's Chief Executive Officer (**CEO**) spoke about Ally's financial and operational performance and strategy. A transcript of the CEO's remarks is attached hereto as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 is being furnished and is not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

99.1 CEO's Annual Meeting Script

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 9, 2018

Ally Financial Inc.
Registrant

By: /s/ Jeffrey A. Belisle
Jeffrey A. Belisle
Corporate Secretary