

Ally Financial Inc.
Form DEFA14A
April 19, 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**

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 FINANCIAL INC.

The following information supplements information contained in Ally Financial Inc.'s Definitive Proxy Statement dated March 23, 2016 for the 2016 annual stockholder meeting to be held on May 3, 2016.

April 19, 2016

Ally Stockholder:

As you may have seen, ISS has issued their proxy analysis and voting recommendations on Ally Financial Inc., and we want to make you aware that the Ally Board of Directors strongly disagrees with their recommendation pertaining to the director votes for Audit Committee members. The Ally Board finds their claims on the pledging of company stock meritless, and we respectfully ask that you consider a vote "for" all of Ally's directors, including those on the Audit Committee.

ISS has recommended, for the second consecutive year, that stockholders vote against the four members of the Audit Committee as a way to penalize the committee for Ally's long-term shareholder Cerberus Capital Management having the ability to pledge shares. The Ally Board has thoroughly investigated this matter and has found there to be no meaningful risk to the company.

Cerberus has the right to pledge Ally shares, and the Ally Board has no authority to stop Cerberus from doing so. Because Stephen Feinberg, chief executive officer and senior managing director of Cerberus, serves on the Ally Board, the company is required to disclose matters related to Cerberus' Ally stock position. Therefore, stockholders are getting the benefit of robust disclosure surrounding this matter because of Mr. Feinberg's board service. If Mr. Feinberg did not serve on the Ally Board, the Ally shares would continue to be pledged and shareholders would have less transparency on this matter.

ISS asserts that a negative recommendation against members of the Audit Committee is warranted because the Audit Committee is responsible for oversight of Ally's internal controls. The ISS assertion simply has no basis since Ally's internal controls have functioned exactly as they should. The Audit Committee obtained complete knowledge of the facts, the Ally Board conducted a thorough investigation and shareholders have received full disclosure. Following the ISS recommendation – which indirectly appears to call for the removal of Mr. Feinberg – would cause Ally to lose a valuable director, result in less disclosure to shareholders and do nothing to mitigate risk.

Ally has benefited from Mr. Feinberg's expertise on the board for seven years, and his experience has been critical through Ally's evolution. Likewise, the members of Ally's Audit Committee: Robert T. Blakely, Maureen A. Breakiron-Evans, Mayree C. Clark and John J. Stack have been dedicated and stellar directors and have consistently been thorough in their work on the Audit Committee and provided ongoing expertise and guidance on a wide range of issues during their board tenures. Each of these directors is of the highest caliber and takes all matters in their purview as members of the Audit Committee very seriously and continually acts with stockholder interests in mind.

The ISS recommendation for Ally's Audit Committee is disappointing and misguided. The board has engaged in ongoing communication with ISS over the last year and their refusal to evolve their thinking on this matter reflects their adherence to rigid generic policies versus true understanding of company risk and governance. We ask that you consider the board's overall performance, commitment to transparency and dedication to strong governance principles as you cast your votes for our slate of directors.

Thank you for your consideration on these matters.

Franklin W. Hobbs

Ally Chairman