

Ally Financial Inc.  
Form 8-K  
April 09, 2012

**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

**April 6, 2011**

(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 (I.R.S. Employer

incorporation or organization) 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.

Ally Financial Inc. (“Ally”) submitted to its stockholders a proposed consent (“Consent”) to waive certain bylaw provisions. Section 6.10(c)(ii) of Ally's bylaws includes approval requirements for certain transactions with affiliates, stockholders, and their respective affiliates and officers, involving consideration in excess of \$5 million. The Consent provides that only such transactions that exceed \$25 million in total consideration will be subject to the approval requirements. The Consent was approved by a majority of Ally stockholders on April 6, 2012.

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)

Dated: April 9, 2011 /s/ David J. DeBrunner  
David J. DeBrunner  
Vice President, Chief Accounting Officer  
and Controller