

Ally Financial Inc.  
Form FWP  
November 17, 2015

**Filed Pursuant to Rule 433**

**Registration No. 333-193070**

**Term Sheet dated November 17, 2015**

**5.750% Subordinated Notes due 2025**

<b>Issuer:</b>	Ally Financial Inc. ( Ally )
<b>Expected Ratings:</b>	BB- / BB (S&P/Fitch)
<b>Title of Securities:</b>	5.750% Subordinated Notes due 2025 (the Notes )
<b>Legal Format:</b>	SEC Registered
<b>Trade Date:</b>	November 17, 2015
<b>Settlement Date:</b>	November 20, 2015 (T+3)
<b>Final Maturity Date:</b>	November 20, 2025
<b>Aggregate Principal Amount:</b>	\$750,000,000
<b>Gross Proceeds:</b>	\$742,987,500
<b>Underwriting Discount:</b>	1.000%
<b>Net Proceeds to Ally before Estimated Expenses:</b>	\$735,487,500
<b>Coupon:</b>	5.750%
<b>Issue Price:</b>	99.065%
<b>Benchmark Treasury:</b>	2.250% due November 15, 2025
<b>Benchmark Treasury Yield:</b>	2.264%
<b>Spread to Benchmark Treasury:</b>	361.1 bps
<b>Yield to Maturity:</b>	5.875%
<b>Interest Payment Dates:</b>	Semi-annually, in arrears on May 20 and November 20 of each year, until maturity, commencing May 20, 2016
<b>Optional Redemption:</b>	The Notes may be redeemed by us, (i) 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 such term is defined in the Preliminary Prospectus), in whole but not in part. The redemption price for any redemption set forth above will be equal to 100% of the principal amount of the Notes to be redeemed, plus accrued

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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.

**Day Count Convention:**

30/360; Unadjusted, Following Business Day convention

**Business Days:**

New York

**CUSIP/ISIN Numbers:**

CUSIP: 02005N BF6

ISIN: US02005NBF69

**Joint Book-Running Managers:** Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
J.P. Morgan Securities LLC  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

**Co-Managers:** BMO Capital Markets Corp.  
CIBC World Markets Corp.  
Credit Agricole Securities (USA) Inc.  
Lloyds Securities Inc.  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
Blaylock Beal Van, LLC  
Drexel Hamilton, LLC  
Lebenthal & Co., LLC  
Mischler Financial Group, Inc.

**Denominations:** \$2,000 x \$1,000

**Note:** A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The Issuer has filed a registration statement (including a prospectus and related preliminary prospectus supplement for the offering) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement, the accompanying prospectus in that registration statement and the other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-800-831-9146, Deutsche Bank Securities Inc. toll-free at 1-800-503-4611, J.P. Morgan Securities LLC toll-free at 1-212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322.**

This communication should be read in conjunction with the preliminary prospectus supplement and the accompanying prospectus (together, the Preliminary Prospectus). The information in this communication supersedes the information in the Preliminary Prospectus to the extent it is inconsistent with the information in such Preliminary Prospectus.