

Ally Financial Inc.  
Form 8-K  
November 30, 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**

**Date of report (Date of earliest event reported): November 28, 2012**

**Ally Financial Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-3754**  
**(Commission**  
  
**File Number)**

**38-0572512**  
**(IRS Employer**  
  
**Identification No.)**

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**200 Renaissance Center**

**P.O. Box 200**

**Detroit, Michigan**  
(Address of Principal Executive Offices)

**48265-2000**  
(Zip Code)

**Registrant's telephone number, including area code: (866) 710-4623**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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:

- ..  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 8.01 Other Events.**

On November 28, 2012, Ally Financial Inc. ( "Ally" ) entered into an Underwriting Agreement incorporating Ally's Underwriting Agreement Standard Provisions (Debt Securities) (together, the "Underwriting Agreement" ) with Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the several Underwriters named therein (the "Underwriters" ), pursuant to which Ally agreed to sell to the Underwriters \$500,000,000 aggregate principal amount of 3.125% Senior Guaranteed Notes due 2016 (the "Notes" ). The Notes will be guaranteed by Ally US LLC, IB Finance Holding Company, LLC and GMAC Continental Corporation, each a subsidiary of Ally, on an unsubordinated basis (the "Guarantees" and, together with the Notes, the "Securities" ). The Securities were registered pursuant to Ally's shelf registration statement on Form S-3 (File No. 333-171519), which became automatically effective on January 3, 2011.

The Underwriting Agreement contains customary representations, warranties and covenants of the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, and termination and other customary provisions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the document which is attached as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

The following exhibits are filed as part of this Report.

| <b>Exhibit No.</b> | <b>Description of Exhibits</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated as of November 28, 2012, among Ally Financial Inc. and Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and Goldman, Sachs & Co., as representatives of the several Underwriters named therein (including Ally's Underwriting Agreement Standard Provisions (Debt Securities)). |

**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)

Date: November 30, 2012

By: /s/ David J. DeBrunner

Name: David J. DeBrunner

Title: Vice President, Chief Accounting Officer and Controller