

Ally Financial Inc.  
Form FWP  
April 07, 2016

**Filed Pursuant to Rule 433**  
**Registration No. 333-193070**

**Term Sheet dated April 6, 2016**

**4.250% Senior Notes due 2021**

<b>Issuer:</b>	Ally Financial Inc. ( Ally )
<b>Expected Ratings:</b>	BB+ / BB+ (S&P/Fitch)
<b>Title of Securities:</b>	4.250% Senior Notes due 2021 (the Notes )
<b>Legal Format:</b>	SEC Registered
<b>Trade Date:</b>	April 6, 2016
<b>Settlement Date:</b>	April 11, 2016 (T+3)
<b>Final Maturity Date:</b>	April 15, 2021
<b>Aggregate Principal Amount:</b>	\$600,000,000
<b>Gross Proceeds:</b>	\$596,652,000
<b>Underwriting Discount:</b>	0.750%
<b>Net Proceeds to Ally before Estimated Expenses:</b>	\$592,152,000
<b>Coupon:</b>	4.250%

<b>Issue Price:</b>	99.442%
<b>Benchmark Treasury:</b>	1.250% due March 31, 2021
<b>Benchmark Treasury Yield:</b>	1.197%
<b>Spread to Benchmark Treasury:</b>	317.8 bps
<b>Yield to Maturity:</b>	4.375%
<b>Interest Payment Dates:</b>	Semi-annually, in arrears on April 15 and October 15 of each year, until maturity, commencing October 15, 2016
<b>Optional Redemption:</b>	None
<b>Day Count Convention:</b>	30/360; Unadjusted, Following Business Day convention
<b>Business Days:</b>	New York
<b>CUSIP/ISIN Numbers:</b>	CUSIP: 02005N BG4 ISIN: US02005N BG43

**Joint Book-Running Managers:**

Barclays Capital Inc.  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.  
Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
RBC Capital Markets, LLC

**Co-Managers:**

BMO Capital Markets Corp.  
Credit Agricole Securities (USA) Inc.  
Lloyds Securities Inc.  
Scotia Capital (USA) Inc.  
U.S. Bancorp Investments, Inc.  
Academy Securities, Inc.

Cabrera Capital Markets, LLC  
CastleOak Securities, L.P.  
Drexel Hamilton, LLC

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

**Concurrent Offering:** Concurrently with this offering of the Notes, we are offering \$300,000,000 aggregate principal amount of our 5.750% Subordinated Notes due 2025 (the Concurrent Offering). The Concurrent Offering is being conducted as a separate public offering by means of a separate prospectus supplement. This offering of Notes is not contingent upon the completion of the Concurrent Offering, and the Concurrent Offering is not contingent upon the completion of this offering of the Notes.

**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, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or RBC Capital Markets, LLC toll-free at 1-866-375-6829.**

This communication should be read in conjunction with the preliminary prospectus supplement and the accompanying prospectus for the Notes. The information in this communication supersedes the information in the preliminary prospectus supplement and the accompanying prospectus for the Notes to the extent it is inconsistent with the information in such preliminary prospectus supplement or the accompanying prospectus.