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**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**

**January 11, 2022**

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**

(State or other jurisdiction of  
incorporation or organization)

**38-0572512**

(I.R.S. Employer  
Identification No.)

**Ally Detroit Center  
500 Woodward Ave.  
Floor 10, Detroit, Michigan  
48226**

(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))

Securities registered pursuant to Section 12(b) of the Act:

<b><u>Title of each class</u></b>	<b><u>Trading Symbol(s)</u></b>	<b><u>Name of each exchange on which registered</u></b>
Common Stock, par value \$0.01 per share	ALLY	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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**Item 7.01 Regulation FD Disclosure.**

A copy of a press release announcing the share-repurchase authorization and dividend declarations described under Item 8.01 below is attached as Exhibit 99.1.

The information included within Exhibit 99.1 is being furnished and is not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

**Item 8.01 Other Events.**

On January 10, 2022, the Ally Financial Inc. (Ally) board of directors authorized the repurchase of up to \$2.0 billion of Ally's common stock from time to time beginning in the first quarter of 2022 through the fourth quarter of 2022.

The repurchase program enables Ally to acquire shares through open market purchases or privately negotiated transactions, including through a Rule 10b5-1 plan, at the discretion of management and on terms (including quantity, timing, and price) that management determines to be advisable. Actions in connection with the repurchase program will be subject to various factors, including Ally's capital and liquidity positions, accounting and regulatory considerations (including any restrictions that may be imposed by the Federal Reserve), impacts related to the Coronavirus disease 2019 pandemic, Ally's financial and operational performance, alternative uses of capital, the trading price of Ally's common stock, and general market conditions. The repurchase program does not obligate Ally to acquire a specific dollar amount or number of shares and may be extended, modified, or discontinued at any time.

The Ally board of directors declared a quarterly cash dividend of \$0.30 per share of the company's common stock, payable on February 15, 2022 to stockholders of record on February 1, 2022. In addition, the Ally board of directors declared a quarterly cash dividend on Ally's 4.700% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series B, of approximately \$15.9 million, or \$11.75 per share, payable on February 15, 2022 to stockholders of record on January 31, 2022, and a quarterly cash dividend on Ally's 4.700% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series C, of approximately \$11.8 million, or \$11.75 per share, payable on February 15, 2022 to stockholders of record on January 31, 2022.

**Item 9.01 Exhibits.**

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	<a href="#">Press Release, dated January 11, 2022</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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## 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: January 11, 2022

/s/ David J. DeBrunner  
David J. DeBrunner  
Vice President, Controller, and Chief Accounting Officer

## **Ally announces up to \$2.0 billion share repurchase authorization and dividend on common stock; declares dividends on Series B and Series C preferred stock**

**CHARLOTTE, N.C., Jan. 11, 2022 /PRNewswire/** -- Ally Financial Inc. (NYSE: ALLY) announced today that its board of directors has authorized the company to repurchase up to \$2.0 billion of its common stock, effective until Dec. 31, 2022. Ally recently completed a \$2.0 billion share repurchase program in 2021, and expects to begin repurchasing shares in the first quarter of 2022. Additionally, the board of directors declared a quarterly cash dividend of \$0.30 per share of the company's common stock, representing a 20% increase compared to the company's prior quarterly cash dividend. The dividend will be payable on Feb. 15, 2022 to stockholders of record on Feb. 1, 2022.

"The strength of Ally's balance sheet and capital position allows us to meaningfully increase our common dividend for the seventh time in as many years and maintain a robust share repurchase program," said Ally Chief Executive Officer Jeffrey J. Brown. "Both actions represent important components of our capital allocation framework and our broader objective to drive long-term value for all of our stakeholders."

Ally's board of directors has also declared quarterly cash dividend payments for the company's Series B and Series C preferred stock, payable on Feb. 15, 2022 to shareholders of record on Jan. 31, 2022. A quarterly cash dividend payment was declared on Ally's 4.700% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series B, of approximately \$15.9 million, or \$11.75 per share. Additionally, a dividend payment was declared on Ally's 4.700% Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series C, of approximately \$11.8 million, or \$11.75 per share.

The repurchase program enables Ally to acquire shares through open market purchases or privately negotiated transactions, including through a Rule 10b5-1 plan, at the discretion of management and on terms (including quantity, timing, and price) that management determines to be advisable. Actions in connection with the repurchase program will be subject to various factors, including Ally's capital and liquidity positions, accounting and regulatory considerations (including any restrictions that may be imposed by the Federal Reserve), impacts related to the Coronavirus disease 2019 pandemic, Ally's financial and operational performance, alternative uses of capital, the trading price of Ally's common stock, and general market conditions. The repurchase program does not obligate Ally to acquire a specific dollar amount or number of shares and may be extended, modified, or discontinued at any time.

### **About Ally Financial**

Ally Financial Inc. (NYSE: ALLY) is a digital financial services company committed to its promise to "Do It Right" for its consumer, commercial and corporate customers. Ally is composed of an industry-leading independent auto finance and insurance operation, an award-winning digital direct bank (Ally Bank, Member FDIC and Equal Housing Lender, which offers mortgage lending, point-of-sale personal lending, and a variety of deposit and other banking products), a corporate finance business for equity sponsors and middle-market companies, and securities brokerage and investment advisory services. A relentless ally for all things money, Ally helps people save well and earn well, so they can spend for what matters. For more information, please visit [www.ally.com](http://www.ally.com) and follow @allyfinancial.

For more information and disclosures about Ally, visit <https://www.ally.com/#disclosures>.

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