

Ally Financial Inc.  
Form 8-K  
October 01, 2013

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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

October 1, 2013  
(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.)

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

Ally Financial Inc. (“Ally”) previously announced that it had reached an agreement to sell, among other things, its operations in Latin America (“Latin American Operations”) pursuant to a Purchase and Sale Agreement, dated November 21, 2012, between Ally and General Motors Financial Company, Inc. (“GMF”), a wholly owned subsidiary of General Motors Co., as subsequently amended and restated on February 22, 2013 (as amended and restated, the “Purchase and Sale Agreement”).

On October 1, 2013, Ally completed the sale of its remaining Latin American Operations, which included its operations in Brazil (the “Sold Business”). The disposition of the Sold Business under the Purchase and Sale Agreement took the form of the sale of equity interests directly and indirectly held by Ally in the entities comprising the Sold Business. Ally received approximately \$611 million in total consideration for the Sold Business at closing, which is subject to certain post-closing adjustments based on the actual net asset value of the Sold Business and certain other items.

The Sold Business was classified by Ally as discontinued operations as of December 31, 2012, and its operating results were removed from Ally's continuing operations and were presented separately as discontinued operations, net of tax, in Ally's Consolidated Financial Statements, included in Ally's Annual Report on Form 10-K for the year ended December 31, 2012, as well as Ally's Quarterly Reports on Form 10-Q for the three months ended March 31, 2013, and the three months and six months ended June 30, 2013.

The Purchase and Sale Agreement related to the Sold Business was filed as Exhibit 10.21 to Ally's Annual Report on Form 10-K filed on March 1, 2013.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed on the accompanying Index of Exhibits are filed as a part of this report.

Exhibit Description

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| 2.1 | Amended and Restated Purchase and Sale Agreement, by and among Ally Financial Inc., General Motors Financial Company, Inc., and General Motors Company, dated November 21, 2012, as amended and restated as of February 22, 2013 (incorporated by reference to Exhibit 10.21 to Ally's Annual Report on Form 10-K filed March 1, 2013) |
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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)

Date: October 1, 2013

By: /s/ David J. DeBrunner  
Name: David J. DeBrunner  
Title: Vice President, Chief Accounting Officer  
and Controller