

Ally Financial Inc.  
Form 8-K  
April 25, 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

**April 25, 2012**

(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                      **38-0572512**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) 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))

## **Item 1.02 Termination of a Material Definitive Agreement.**

Ally Financial Inc. (“Ally”) is currently party to an agreement with Chrysler Group LLC (“Chrysler”), pursuant to which Chrysler is obligated to provide us with exclusivity privileges related to certain of its retail financing subvention programs (Refer to Exhibit 10.1 of our Form 10-Q/A for the quarterly period ended September 30, 2010, filed on August 26, 2011). The agreement extends through April 30, 2013, and would automatically extend through April 30, 2014, unless Chrysler notifies us of nonrenewal on or before April 30, 2012, in which case, the agreement would expire on April 30, 2013. On April 25, 2012, Chrysler provided us with notification of nonrenewal, and as a result the agreement will expire on April 30, 2013.

Ally competes in the marketplace for all other parts of the business with Chrysler dealers such as wholesale financing, standard rate consumer financing and leasing. Chrysler and Ally continue to have constructive discussions about the future relationship. Ally expects to continue to play a significant role with Chrysler dealers in the future as the dealer is Ally’s direct customer for the majority of business that is conducted. In the first quarter of 2012, the Chrysler subvented business accounted for approximately 5% of Ally’s total U.S. consumer originations and comprised approximately 3% of Ally’s earning asset base at March 31, 2012.

## **Forward-Looking Statements**

*In this Form 8-K, the use of the word "expects" is intended to identify forward-looking statements. All statements herein, other than statements of historical fact, including without limitation, statements about future events and financial performance, are forward-looking statements that involve certain risks and uncertainties.*

*While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results, and Ally's actual results may differ materially due to numerous important factors that are described in the most recent reports on SEC Forms 10-K and 10-Q for Ally, each of which may be revised or supplemented in subsequent reports filed with the SEC. Such factors include, among others, the following: maintaining the mutually beneficial relationship between Ally and General Motors (“GM”), and Ally and Chrysler Group LLC (“Chrysler”); the profitability and financial condition of GM and Chrysler; our ability to realize the anticipated benefits associated with being a bank holding company, and the increased regulation and restrictions that we are now subject to; the potential for deterioration in the residual value of off-lease vehicles; disruptions in the market in which we fund our operations, with resulting negative impact on our liquidity; changes in our accounting assumptions that may require or that result from changes in the accounting rules or their application, which could result in an impact on earnings; changes in the credit ratings of Ally, ResCap, Chrysler, or GM; changes in economic conditions, currency exchange rates or political stability in the markets in which we operate; and changes in the existing or the adoption of new laws, regulations, policies or other*

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*activities of governments, agencies and similar organizations (including as a result of the Dodd-Frank Act and Basel III).*

*Investors are cautioned not to place undue reliance on forward-looking statements. Ally undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information, future events or other such factors that affect the subject of these statements, except where expressly required by law.*

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: April 25, 2012 /s/ David J. DeBrunner  
David J. DeBrunner  
Vice President, Chief Accounting Officer  
and Controller