



December 21, 2023

VIA ELECTRONIC SUBMISSION

Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: Ally Financial Inc.  
Request to Omit Shareholder Proposal of Mid-America Carpenters Pension Fund**

Ladies and Gentlemen:

Ally Financial Inc., a Delaware corporation (“we” or the “Company”), hereby submits this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to a proposal (together with its supporting statement, the “Proposal”) dated November 16, 2023 submitted by Mid-America Carpenters Pension Fund (the “Proponent”), which we received by mail on November 17, 2023, for inclusion in the Company’s proxy statement and form of proxy for the Company’s 2024 annual meeting of shareholders (together, the “2024 Proxy Materials”). The full text of the Proposal is attached hereto as Exhibit A.

We believe that the Proposal may be properly omitted from the 2024 Proxy Materials for the reason discussed below. We respectfully request confirmation that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff. A copy of this letter is being sent simultaneously to the Proponent as notification of the Company’s intention to omit the Proposal from the 2024 Proxy Materials.

The Company intends to file its definitive 2024 Proxy Materials with the Commission on or about March 25, 2024.

## **I. PROPOSAL**

The resolution included in the Proposal reads as follows:

*Resolved: That the shareholders of Ally Financial Inc. (“Company”) hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director’s failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept the tendered resignation and the director remains a “holdover” director, the resignation bylaw shall stipulate that should a “holdover” director fail to be re-elected at the next annual election of directors, that director’s new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.*

## **II. BASIS FOR EXCLUSION**

The Company believes that the Proposal may be properly excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(b)(2) and Rule 14a-8(f)(1) because the Proponent failed to provide any proof of the requisite stock ownership to the Company, in violation of the requirement under Rule 14a-8(f) to remedy such deficiency—and to do so in a timely manner—after receiving notice of such deficiency.

## **III. BACKGROUND**

On November 17, 2023, we received the Proposal via mail from the Proponent, which is attached hereto as Exhibit A. The Proposal did not contain any information concerning the required stock ownership as required under Rule 14a-8(b). Therefore, after confirming that the Proponent was not a shareholder of record, I emailed the Proponent’s designated representative, Anthony DiRaffaele, on November 29, 2023, reminding him to submit proof of the requisite stock ownership. Mr. DiRaffaele emailed his reply later on November 29, 2023, noting that he appreciated the follow-up and that he would hopefully send such proof of stock ownership as soon as possible.

On November 30, 2023, after confirming that we had not received any such proof of stock ownership and in accordance with the requirements of Rule 14a-8(f)(1), the Company sent a letter to the Proponent via e-mail (using the same email address as our earlier correspondence with Mr. DiRaffaele), attached hereto as Exhibit B, informing the Proponent of the requirements of Rule 14a-8(b) and indicating the methods by which the Proponent could cure this eligibility deficiency (the “Deficiency Notice”). Specifically, we informed the Proponent that, under Rule 14a-8(f), if the Proponent would like to remedy the deficiency, the Proponent’s proof of ownership must be postmarked, or transmitted electronically, no later than 14 calendar days from the date of

receipt of our letter. The Deficiency Notice also stated that, if the Proponent does not adequately correct the deficiency in the required time frame, we will exclude the Proposal from the proxy materials for our upcoming annual meeting.

As of the date hereof, which is 21 calendar days from the date on which we emailed the Deficiency Notice to the Proponent, the Company still has not received any proof of stock ownership with respect to the Proponent.

#### IV. ANALYSIS

Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8.

Rule 14a-8(b)(1) provides that, to be eligible to submit a shareholder proposal in connection with a shareholders meeting that is scheduled to be held on or after January 1, 2023, a stockholder must have continuously held:

1. At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or
2. At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or
3. At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year.

Pursuant to Rule 14a-8(b)(2)(ii)(A), if a proponent is not the registered holder of securities entitled to vote, the proponent must submit to the company a written statement from the record holder of such securities verifying that, at the time the proposal was submitted, the proponent held enough of the company's securities to satisfy the ownership threshold requirements of Rule 14a-8(b)(1).

The Staff has consistently concurred that a proponent's failure to timely provide proof of the requisite stock ownership is a proper basis for exclusion. *See, e.g., General Motors Company* (April 23, 2024) (permitting exclusion under Rule 14a-8(f)(1) where the proponent failed to timely provide proof of the requisite stock ownership after receiving notice of such deficiency); *Walgreens Boots Alliance, Inc.* (Nov. 8, 2022) (permitting exclusion under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 16 days after receiving the company's deficiency notice); *FedEx Corp.* (June 5, 2019) (permitting exclusion under Rule 14a-8(f)(1) where the proponent supplied evidence of eligibility to submit a shareholder proposal 15 days after receiving the company's deficiency notice).

**V. CONCLUSION**

Accordingly, the Company respectfully requests that the Staff concur that the Proposal may be excluded from the 2024 Proxy Materials pursuant to the Proposal may be excluded pursuant to Rule 14a-8(b)(2) and Rule 14a-8(f)(1).

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me at (313) 656-6132 or [jeffrey.belisle@ally.com](mailto:jeffrey.belisle@ally.com). Thank you for your attention to this matter.

Best Regards,



Jeffrey A. Belisle  
Corporate Secretary

Attachments

cc: Marc Treviño (Sullivan & Cromwell)  
June M. Hu (Sullivan & Cromwell)

**Exhibit A**

GARY PERINAR  
Executive Secretary-Treasurer

JEFFREY ISAACSON  
President



\* Fax: [Redacted]  
[www.carpentersunion.org](http://www.carpentersunion.org)

November 16, 2023

Jeffrey A. Belisle  
Corporate Secretary  
Ally Financial Inc.  
500 Woodward Avenue  
Mail Code MI-01-10-CORPSEC  
Detroit, Michigan 48226

**SENT VIA OVERNIGHT UPS**

Dear Mr. Belisle:

I hereby submit the enclosed shareholder proposal ("Proposal") on behalf of the Mid-America Carpenters Pension Fund ("Fund") for inclusion in the Ally Financial Inc. ("Company") proxy statement to be circulated in conjunction with the next annual meeting of shareholders. The Proposal relates to the issue of director resignations and is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the U.S. Securities and Exchange Commission proxy regulations.

The Fund is the beneficial owner of shares of the Company's common stock, with a market value of at least \$25,000, which shares have been held continuously for more than a year prior to and including the date of the submission of the Proposal. Verification of this ownership by the record holder of the shares, Amalgamated Bank, will be sent under separate cover. The Fund intends to hold the shares through the date of the Company's next annual meeting of shareholders. Either the undersigned or a designated representative will present the Fund's Proposal for consideration at the annual meeting of shareholders.

If you would like to discuss the Proposal, please contact Anthony DiRaffaele at [Redacted]. Mr. DiRaffaele will be available to discuss the proposal on Tuesday, December 5, or Tuesday, December 12, from 1:00PM to 5:00PM (CT) either day or other mutually agreeable date and time. Please forward any correspondence related to the proposal to Mr. DiRaffaele, Mid-America Carpenters Regional Council, [Redacted], [Redacted] or at the email address above.

Sincerely,

Gary Perinar  
Fund Trustee

cc. Anthony J. DiRaffaele  
Edward J. Durkin

Enclosure

## **Director Election Resignation Bylaw Proposal:**

**Resolved:** That the shareholders of Ally Financial Inc. ("Company") hereby request that the board of directors take the necessary action to adopt a director election resignation bylaw that requires each director nominee to submit an irrevocable conditional resignation to the Company to be effective upon the director's failure to receive the required shareholder majority vote support in an uncontested election. The proposed resignation bylaw shall require the Board to accept a tendered resignation absent the finding of a compelling reason or reasons to not accept the resignation. Further, if the Board does not accept a tendered resignation and the director remains as a "holdover" director, the resignation bylaw shall stipulate that should a "holdover" director fail to be re-elected at the next annual election of directors, that director's new tendered resignation will be automatically effective 30 days after the certification of the election vote. The Board shall report the reasons for its actions to accept or reject a tendered resignation in a Form 8-K filing with the U.S. Securities and Exchange Commission.

**Supporting Statement:** The Proposal requests that the Board establish a director resignation bylaw to enhance director accountability. The Company has established in its bylaws a majority vote standard for use in an uncontested director election, an election in which the number of nominees equal the number of open board seats. Under applicable state corporate law, a director's term extends until his or her successor is elected and qualified, or until he or she resigns or is removed from office. Therefore, an incumbent director who fails to receive the required vote for election under a majority vote standard continues to serve as a "holdover" director until the next meeting of shareholders. A Company governance policy currently addresses the continued status of an incumbent director who fails to be re-elected by requiring such director to tender his or her resignation for Board consideration.

The new director resignation bylaw will set a more demanding standard of review for addressing director resignations than that contained in the Company's resignation governance policy. The resignation bylaw will require the reviewing directors to articulate a compelling reason or reasons for not accepting a tendered resignation and allowing an un-elected director to continue to serve as a "holdover" director. Importantly, if a director's resignation is not accepted and he or she continues as a "holdover" director but again fails to be elected at the next annual meeting of shareholders, that director's new tendered resignation will be automatically effective 30 days following the election vote certification. While providing the Board latitude to accept or not accept the initial resignation of an incumbent director that fails to receive majority vote support, the amended bylaw will establish the shareholder vote as the final word when a continuing "holdover" director is not re-elected. The Proposal's enhancement of the director resignation process will establish shareholder voting in director elections as a more consequential governance right.

**Exhibit B**

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**From:** Belisle, Jeffrey <Jeffrey.Belisle@ally.com>  
**Sent:** Thursday, November 30, 2023 5:49 PM  
**To:** Tony DiRaffaele [REDACTED]  
**Subject:** Ally Financial - Shareholder Proposal (notice of deficiency)  
**Attachments:** Notice of Deficiency.pdf



Anthony,

As previously noted, I'm attaching the notice of deficiency relating to the shareholder proposal.

Thanks much,

Jeff

**Jeffrey A. Belisle**  
Associate General Counsel and Corporate Secretary | Ally Financial Inc.  
500 Woodward Avenue, MC: MI-01-10-CORPSEC  
Detroit, Michigan 48226  
T + 313.656.6132 | M [REDACTED] | [jeffrey.belisle@ally.com](mailto:jeffrey.belisle@ally.com)

 | Look Externally | Execute with Excellence |   
Act with Professionalism | Deliver Results



**Corporate Secretary**

November 30, 2023

VIA E-MAIL

Anthony DiRaffaele  
Gary Perinar  
Jeffrey Isaacson  
Mid-America Carpenters Regional Council

**Re: Ally Financial Inc. Rule 14a-8 Stockholder Proposal**

Dear Messrs. DiRaffaele, Perinar, and Isaacson,

On November 17, 2023, Ally Financial Inc. (the “Company” or “we”) received your letter, dated November 16, 2023, requesting that the Company include a stockholder proposal in its proxy materials for the Company’s 2024 annual meeting of stockholders (the “Proposal”). This letter is being sent to notify you, in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, of the procedural and eligibility deficiencies in the Proposal, as well as your deadline to respond to this letter.

Under Rule 14a-8(b), to be eligible to submit a proposal, you must submit sufficient proof of your continuous ownership of such number of the Company’s securities entitled to vote on the Proposal equaling at least (a) \$2,000 in market value for at least three years prior to the date the Proposal was submitted (the “Submission Date”); (b) \$15,000 in market value for at least two years prior to the Submission Date; or (c) \$25,000 in market value for at least one year prior to the Submission Date.

You did not include the required proof of ownership as required by Rule 14a-8(b). You must prove your eligibility to submit a proposal by submitting to the Company a written statement by the record holder of your securities verifying that, as of the Submission Date, you continuously held the requisite number of securities for the required time period. For securities held through The Depository Trust Company (“DTC”), only DTC participants should be viewed as record holders. If you hold your shares through a bank, broker or other securities intermediary that is not a DTC participant, you will need to obtain and provide to the Company proof of ownership from both your bank, broker or other securities intermediary and the DTC participant (or its affiliate) through which your bank, broker or other securities intermediary holds the shares.

Under Rule 14a-8(f), we are required to inform you that if you would like to remedy the deficiency described above, your proof of ownership and statement of availability must be postmarked, or transmitted electronically, no later than 14 calendar days from the date of receipt of this letter. If you do not adequately correct the deficiency in the required time frame, we will exclude your Proposal from the Company’s proxy statement for our upcoming 2024 annual meeting of stockholders.

Best Regards,



Jeffrey A. Belisle  
Corporate Secretary