

Ally Financial Inc.  
Form FWP  
September 04, 2013

Filed Pursuant to Rule 433

Registration No. 333-171519

Term Sheet dated September 4, 2013

**4.750% Senior Guaranteed Notes due 2018**

**Guaranteed by Certain Subsidiaries of Ally Financial Inc.**

|  |   |
|--|---|
| <b>Issuer:</b>   | Ally Financial Inc. ( Ally )  |
| <b>Guarantors:</b>                                     | Ally US LLC and IB Finance Holding Company, LLC, each a subsidiary of Ally                                      |
| <b>Expected Ratings:</b>                               | B1 / B+ / BB- (Moody s/S&P/Fitch)   |
| <b>Title of Securities:</b>                            | 4.750% Senior Guaranteed Notes due 2018 (the Notes )  |
| <b>Legal Format:</b>                                   | SEC Registered  |
| <b>Trade Date:</b>                                     | September 4, 2013   |
| <b>Settlement Date:</b>                                | September 9, 2013 (T+3)   |
| <b>Final Maturity Date:</b>                            | September 10, 2018  |
| <b>Aggregate Principal Amount:</b>                     | \$750,000,000   |
| <b>Gross Proceeds:</b>                                 | \$743,422,500   |
| <b>Underwriting Discount:</b>                          | 1.000%  |
| <b>Net Proceeds to Ally before Estimated Expenses:</b> | \$735,922,500   |
| <b>Coupon:</b>   | 4.750%  |
| <b>Issue Price:</b>                                    | 99.123%   |
| <b>Benchmark Treasury:</b>                             | 1.500% due August 31, 2018  |
| <b>Benchmark Treasury Yield:</b>                       | 1.736%  |
| <b>Spread to Benchmark Treasury:</b>                   | +321.4 bps  |
| <b>Yield to Maturity:</b>                              | 4.950%  |
| <b>Interest Payment Dates:</b>                         | Semi-annually, in arrears on March 10 and September 10 of each year, until maturity, commencing March 10, 2014  |
| <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: 02005NAR1<br>ISIN: US02005NAR17  |
| <b>Joint Book-Running Managers:</b>                    | Citigroup Global Markets Inc.<br><br>Deutsche Bank Securities Inc.<br><br>Merrill Lynch, Pierce, Fenner & Smith |

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Incorporated

RBC Capital Markets, LLC

**Co-Managers:** Credit Agricole Securities (USA) Inc.  
Lloyds Securities Inc.  
PNC Capital Markets LLC  
Scotia Capital (USA) Inc.  
SG Americas Securities, LLC  
U.S. Bancorp Investments, Inc.  
Blaylock Robert Van, LLC  
C.L. King & Associates, Inc.  
Loop Capital Markets LLC  
Mischler Financial Group, Inc.

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

**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 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 and 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. The information in this communication supersedes the information in the preliminary prospectus supplement and the accompanying prospectus to the extent it is inconsistent with the information in such preliminary prospectus supplement or the accompanying prospectus.