

Ally Financial Inc.  
Form 424B2  
May 05, 2014

**Filed under Rule 424(b)(2), Registration Statement No. 333-183535**

Preliminary Pricing Supplement No. 45 - Dated Monday, May 5, 2014 (To: Prospectus dated August 24, 2012)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Survivor Option
02006DDU2 []	100.000%	(1)	1.125%	[]	Fixed	2.400%	Monthly	05/15/2017	06/15/2014	\$2.00	Yes

**Redemption Information: Callable at 100% on 5/15/2015 and Monthly thereafter with 30 Calendar Days Notice.**

(1) Investment advisers, either registered under the Investment Advisers Act of 1940 or exempt therefrom, purchasing Notes for the account of their advisory clients may be offered Notes at a 0.4500% discount to the public offering price.

**02006DDV0 []** 100.000% (2) 1.700% [] Fixed 3.600% Monthly 05/15/2019 06/15/2014 \$3.00 Yes Senior Unsecured Notes

**Redemption Information: Callable at 100% on 5/15/2015 and Monthly thereafter with 30 Calendar Days Notice.**

(2) Investment advisers, either registered under the Investment Advisers Act of 1940 or exempt therefrom, purchasing Notes for the account of their advisory clients may be offered Notes at a 0.7500% discount to the public offering price.

Ally Financial Inc. Offering Date: Monday, May 5, 2014 through Monday, May 12, 2014

Trade Date: Monday, May 12, 2014 @ 12:00 PM ET

Settle Date: Thursday, May 15, 2014

Minimum Denomination/Increments: \$1,000.00/\$1,000.00

Initial trades settle flat and clear SDFS: DTC Book Entry only

DTC Number 0235 via RBC Dain Rauscher Inc

**Ally  
Financial  
Inc.**

**Ally  
Financial  
Term Notes,  
Series A**

Agents: Incapital LLC, Citigroup, RBC Capital Markets, Morgan Stanley, J.P. Morgan **24, 2012**

If the maturity date or an interest payment date for any note is not a business day (as term is defined in prospectus), principal, premium, if any, and interest for

that note is paid on the next business day, and no interest will accrue from, and after, the maturity date or interest payment date.