

Ally Financial Inc.
Form 424B2
April 10, 2017

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Amount of Offering Price	Registration Fee⁽¹⁾
3.300 % Ally Financial Term Notes, Series A Due April 15, 2020	\$1,888,000	\$218.82
3.900 % Ally Financial Term Notes, Series A Due April 15, 2022	\$1,658,000	\$192.16

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

Filed under Rule 424(b)(2), Registration Statement No. 333-206284

Pricing Supplement No. 138 - Dated Monday, April 10, 2017 (To: Prospectus dated August 10, 2015)

CUSIP Number	Principal Amount	Selling Price	Gross Concession	Net Proceeds	Coupon Type	Coupon Rate	Coupon Frequency	Maturity Date	1st Coupon Date	1st Coupon Amount	Surplus Op
02006DMM0	\$1,888,000.00	100.00 % (1)	1.125 %	\$1,866,760.00	Fixed	3.300 %	Monthly	04/15/2020	05/15/2017	\$2.93	Yes

Redemption Information: Callable at 100% on 4/15/2018 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 their advisory clients may be offered Notes at a 0.4500 % discount to the public offering price.

02006DMN8	\$1,658,000.00	100.00 % (2)	1.700 %	\$1,629,814.00	Fixed	3.900 %	Monthly	04/15/2022	05/15/2017	\$3.47	Yes
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Redemption Information: Callable at 100% on 4/15/2018 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 their advisory clients may be offered Notes at a 0.7500 % discount to the public offering price.

Ally
Financial Inc. Offering Date: Monday, April 3, 2017 through Monday, April 10, 2017

**Ally
Financial
Inc.
Ally
Financial
Term
Notes,
Series A
Prospectus
dated
August 10,
2015**

Trade Date: Monday, April 10, 2017 @ 12:00 PM ET

Settle Date: Thursday, April 13, 2017

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

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

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.

Legal Matters- Validity of the Notes:

In the opinion of counsel to Ally Financial Inc. (the “Company”), when the notes offered by this pricing supplement have been executed and issued by the Company and authenticated by the trustee pursuant to the indenture dated as of September 24, 1996, with The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N.A.), as trustee (the “Trustee”), as amended and supplemented from time to time (the “Indenture”), and delivered against payment as contemplated herein, such notes will be valid and binding obligations of the Company, subject to applicable bankruptcy, insolvency and similar laws affecting creditors’ rights generally, concepts of reasonableness and equitable principles of general applicability, and provided that I express no opinion as to (i) the enforceability of any waiver of rights under any usury or stay law, (ii) the effect of fraudulent conveyance, fraudulent transfer or similar provision of applicable law on the conclusions expressed above and (ii) the validity, legally binding effect or enforceability of any provision that permits holders to collect any portion of stated principal amount upon acceleration of the notes to the extent determined to constitute unearned interest. This opinion is given as of the date hereof and is limited to Federal laws of the United States of America, the law of the State of New York and the General Corporation Law of the State of Delaware. In addition, this opinion is subject to customary assumptions about the Trustee’s authorization, execution and delivery of the Indenture, the Trustee’s authentication of the notes, and the validity, binding nature and enforceability of the Indenture with respect to the Trustee, and the genuineness of signatures and to such counsel’s reliance on the Company and other sources as to certain factual matters, all as stated in the letter of such counsel dated August 24, 2012, which has been filed as Exhibit 5.1 to the Registration Statement.