

Ally Financial Inc.  
Form 8-A12B  
March 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ALLY FINANCIAL INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of incorporation or  
organization)

**38-0572512**  
(I.R.S. Employer  
Identification No.)

**200 Renaissance Center**

**P.O. Box 200**

**Detroit, Michigan**  
(Address of each of the registrant's principal executive offices)

**48265-2000**  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant of General Instruction A.(c), please check the following box.   
Securities Act registration statement file numbers to which this form relates: 333-165610

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

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Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which</b>
<b>to be so Registered</b> Fixed Rate/Floating Rate Perpetual Preferred Stock, Series A, liquidation amount \$25 per share Securities to be registered pursuant to Section 12(g) of the Act: None	<b>Each Class is to be Registered</b> New York Stock Exchange

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrants Securities to be Registered.**

For a description of the Fixed Rate/Floating Rate Perpetual Preferred Stock, Series A ( Series A Preferred ), liquidation amount \$25, reference is made to the information set forth under the heading Description of the Series A Preferred in the prospectus supplement of the Registrant dated March 22, 2011, as filed with the Securities and Exchange Commission (the Commission ) on March 23, 2011, under the Securities Act of 1933, as amended (the Act ) pursuant to Rule 424(b) under the Act. The above mentioned description contained in the prospectus supplement is incorporated herein by reference.

**Item 2. Exhibits.**

- 2.1 Registration Statement on Form S-3 of the Registrant filed with the Commission on March 22, 2010 (No. 333-165610).
- 2.2 Prospectus Supplement of the Registrant relating to the offering of the Series A Preferred filed with the Commission on March 23, 2011, pursuant to Rule 424(b).
- 2.3 Amended and Restated Certificate of Incorporation of the Registrant, as amended, dated as of March 25, 2011, incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K of the Registrant filed with the Commission on March 25, 2011.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: March 25, 2011

ALLY FINANCIAL INC.

By: /s/ Cathy L. Quenneville  
Name: Cathy L. Quenneville  
Title: Secretary