

Synchrony Financial  
 Form 4  
 November 19, 2015

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GENERAL ELECTRIC CO

2. Issuer Name and Ticker or Trading Symbol  
 Synchrony Financial [SYF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3135 EASTON TURNPIKE,  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/17/2015

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

FAIRFIELD, CT 06828

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2015		J(1)		705,270,833	D	(1) 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828		X		
GENERAL ELECTRIC CAPITAL CORP 901 MAIN AVENUE NORWALK, CT 06851-1168		X		
GE Consumer Finance, Inc. C/O GE POWER & WATER 4200 WILDWOOD PARKWAY 5-8C-01 ATLANTA, GA 30339-8402		X		

## Signatures

/s/ Jonas Svedlund, Attorney-in-fact/General Electric Company  
 11/19/2015  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- General Electric Company ("GE") disposed of 705,270,833 shares of common stock of the Issuer in exchange for 671,366,809 shares of GE common stock pursuant to a registered exchange offer to GE's common stockholders. The final exchange ratio was 1.0505 shares of
- (1) Issuer common stock per share of GE common stock accepted in the exchange offer. In preparation for the consummation of the exchange offer, Power Holding LLC (formerly known as GE Consumer Finance, Inc.), a wholly-owned subsidiary of GE, distributed all of the shares of common stock of the Issuer that it directly owned to GE.

### Remarks:

Exhibit 24.1 - Power of Attorney (GE); Exhibit 24.2 - Power of Attorney (GECC); and Exhibit 99.1 - Joint Filer Information,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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