

Synchrony Financial
Form 8-K
May 23, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
May 17, 2018
Date of Report
(Date of earliest event reported)

SYNCHRONY FINANCIAL
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-36560 | 51-0483352 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|---|------------|
| 777 Long Ridge Road, Stamford, Connecticut | 06902 |
| (Address of principal executive offices) | (Zip Code) |
| (203) 585-2400 | |
| (Registrant's telephone number, including area code) | |
| N/A | |
| (Former name or former address, if changed since last report) | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

a) The Company held its annual meeting of stockholders on May 17, 2018.

The stockholders elected all of the directors named in the proxy statement for the coming year; approved our named executives' compensation in an advisory vote; and ratified the selection of KPMG LLP as our independent registered public accounting firm for 2018. The voting results for each of these proposals are detailed below.

A. Election of Directors

| | For | Against | Abstain | Non-Votes |
|-------------------------|-------------|------------|-----------|------------|
| Margaret M. Keane | 634,889,360 | 310,098 | 781,274 | 37,760,417 |
| Paget L. Alves | 630,442,147 | 4,748,619 | 789,966 | 37,760,417 |
| Arthur W. Coviello, Jr. | 634,846,402 | 337,590 | 796,740 | 37,760,417 |
| William W. Graylin | 634,027,784 | 433,555 | 1,519,393 | 37,760,417 |
| Roy A. Guthrie | 632,940,169 | 2,245,801 | 794,762 | 37,760,417 |
| Richard C. Hartnack | 628,343,655 | 6,649,592 | 987,485 | 37,760,417 |
| Jeffrey G. Naylor | 614,193,433 | 20,082,190 | 1,705,109 | 37,760,417 |
| Laurel J. Richie | 627,594,046 | 7,415,807 | 970,879 | 37,760,417 |
| Olympia J. Snowe | 628,823,813 | 6,375,413 | 781,506 | 37,760,417 |

B. Management Proposals

| | For | Against | Abstain | Non-Votes |
|--|-------------|-------------|-----------|------------|
| Advisory Vote to Approve Named Executive Officer Compensation | 421,116,295 | 213,049,294 | 1,815,143 | 37,760,417 |
| Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2018 | 671,911,201 | 967,113 | 862,835 | N/A |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNCHRONY FINANCIAL

Date: May 23, 2018 By: /s/ Jonathan Mothner
Name: Jonathan Mothner
Title: Executive Vice President, General Counsel and Secretary