

Mehta Neeraj  
Form 3  
January 10, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Mehta Neeraj		(Month/Day/Year)	Synchrony Financial [SYF]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2018		
777 LONG RIDGE ROAD,Â C/O CORPORATE SECRETARY			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			See remarks	
STAMFORD,Â CTÂ 06902			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	52,109 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	04/01/2025	Common Stock	31,091	\$ 30.41	D	Â
Employee Stock Option (right to buy)	Â (3)	04/01/2026	Common Stock	42,031	\$ 29.33	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2027	Common Stock	40,651	\$ 34.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehta Neeraj 777 LONG RIDGE ROAD C/O CORPORATE SECRETARY STAMFORD, CT 06902	Â	Â	Â See remarks	Â

## Signatures

/s/ Danielle Do as attorney in fact 01/10/2018

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).  
 Represents restricted stock units that will vest in five equal annual installments of 20% each, beginning on the first anniversary of the applicable grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") common stock.
  - (1) applicable grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") common stock.
  - (2) The reporting person was awarded 31,091 employee stock options on April 1, 2015, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
  - (3) The reporting person was awarded 42,031 employee stock options on April 1, 2016, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
  - (4) The reporting person was awarded 40,651 employee stock options on April 1, 2017, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

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### Remarks:

Executive Vice President and Chief Executive Officer-Payment Solutions Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.