

Synchrony Financial  
Form 8-K  
October 17, 2014

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  
October 17, 2014  
Date of Report  
(Date of earliest event reported)

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

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

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

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))
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Item 2.02 Results of Operations and Financial Condition.

On October 17, 2014, Synchrony Financial (the “Company”) issued a press release setting forth the Company’s third-quarter 2014 earnings. A copy of the Company’s press release is being furnished as Exhibit 99.1 and hereby incorporated by reference. The information furnished pursuant to this Item 2.02, including Exhibits, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished as part of this report:

| Number | Description   |
|--------|---|
| 99.1   | Press release, dated October 17, 2014, issued by Synchrony Financial.                   |
| 99.2   | Financial Data Supplement of the Company for the quarter ended September 30, 2014.      |
| 99.3   | Financial Results Presentation of the Company for the quarter ended September 30, 2014. |
| 99.4   | Explanation of Non-GAAP Measures  |

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**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: October 17, 2014

By: /s/ Jonathan Mothner  
Name: Jonathan S. Mothner  
Title: Executive Vice President, General  
Counsel and Secretary

EXHIBIT INDEX

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