

Synchrony Financial  
Form 8-K  
July 23, 2015

**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**

**July 23, 2015 (July 20, 2015)**

**Date of Report**

**(Date of earliest event reported)**

**SYNCHRONY FINANCIAL**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-36560**  
**(Commission)**

**51-0483352**  
**(I.R.S. Employer)**

<b>of incorporation)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>777 Long Ridge Road</b>		
<b>Stamford, Connecticut</b>		<b>06902</b>
<b>(Address of principal executive offices)</b>	<b>(203) 585-2400</b>	<b>(Zip Code)</b>

**(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))

**Item 8.01. Other Events.**

On July 20, 2015, Synchrony Financial (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed on Schedule I of the Underwriting Agreement (collectively, the Underwriters ), to issue and sell \$1,000,000,000 aggregate principal amount of 4.500% Senior Notes due 2025 (the Notes ) in a public offering pursuant to the Company s Registration Statement on Form S-3 (File No. 333-200374) (the Registration Statement ) and a related prospectus, including the related prospectus supplement, filed with the Securities and Exchange Commission.

The Notes will be governed by an Indenture, dated as of August 11, 2014 (the Base Indenture ), between the Company and The Bank of New York Mellon, as trustee (the Trustee ), as supplemented to July 23, 2015 and as further supplemented by a Third Supplemental Indenture, dated as of July 23, 2015 (the Third Supplemental Indenture ), between the Company and the Trustee (as so supplemented, the Indenture ).

The foregoing summary of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference into this Item 8.01 and into the Registration Statement. The foregoing summary of the Indenture does not purport to be complete and is qualified in its entirety by reference to the Third Supplemental Indenture filed as Exhibit 4.1 hereto, and the form of the Notes, which is included in Exhibit 4.1 hereto, each of which is incorporated by reference into this Item 8.01 and into the Registration Statement, and the Base Indenture, which was filed as Exhibit 4.1 to the Company s Current Report on Form 8-K filed on August 13, 2014.

A copy of the opinion of Weil, Gotshal & Manges LLP, relating to the validity of the Notes, is incorporated by reference into the Registration Statement and is filed as Exhibit 5.1 hereto.

A copy of the computation of the Company s ratio of earnings to fixed charges is incorporated by reference into the Registration Statement and is filed as Exhibit 12.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated July 20, 2015, among Synchrony Financial and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters listed on Schedule I thereto
4.1	Third Supplemental Indenture, dated as of July 23, 2015, between Synchrony Financial and The Bank of New York Mellon, as Trustee
4.2	Form of 4.500% Senior Notes due 2025 (included in Exhibit 4.1 hereto).
5.1	Opinion of Weil, Gotshal & Manges LLP
12.1	Computation of Ratio of Earnings to Fixed Charges
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1 hereto)



**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: July 23, 2015

By: /s/ Jonathan S. Mothner

Name: Jonathan S. Mothner

Title: Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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