

Synchrony Financial  
Form 8-K  
February 29, 2016

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  
February 24, 2016  
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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 24, 2016, the board of directors (the “Board”) of Synchrony Financial (the “Company”) amended the Company’s bylaws (the “Amended and Restated Bylaws”) to include: (i) the adoption of a majority voting standard in uncontested elections of directors; (ii) updates to reflect the separation of the Company from General Electric Company; and (iii) certain minor and conforming edits.

Section 2.2(B) of the Amended and Restated Bylaws now provides that each director in an uncontested election will be elected by the vote of the majority of the votes cast with respect to that director’s election. For purposes of these provisions, a majority of votes cast means that the number of votes cast “for” a director must exceed the number of votes “against” that director (with “abstentions” and “broker non-votes” not counted as a vote either “for” or “against” that director’s election). Directors in contested elections will continue to be elected by a plurality of votes cast.

The foregoing description of the changes effected by the Amended and Restated Bylaws is qualified by reference to the Amended and Restated Bylaws, which are filed as Exhibit 3.1 to this current report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

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

| Number | Description  |
|--------|--|
| 3.1    | Amended and Restated Bylaws of Synchrony Financial, adopted on February 24, 2016 |

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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: February 29, 2016

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

EXHIBIT INDEX

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