

Casellas Alberto
 Form 3
 January 10, 2019

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * Â Casellas Alberto (Last) (First) (Middle) 777 LONG RIDGE ROAD,Â C/O CORPORATE SECRETARY (Street) STAMFORD,Â CTÂ 06902 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2019 | 3. Issuer Name and Ticker or Trading Symbol Synchrony Financial [SYF] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <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 | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 | 36,477 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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 <u>(2)</u> | 07/31/2024 | Common Stock | 60,292 | \$ 23 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u> | 09/17/2024 | Common Stock | 3,774 | \$ 24.55 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 04/01/2025 | Common Stock | 6,632 | \$ 30.41 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 04/01/2026 | Common Stock | 8,964 | \$ 29.33 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 04/01/2027 | Common Stock | 11,588 | \$ 34.3 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 04/01/2028 | Common Stock | 10,911 | \$ 33.53 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Casellas Alberto 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

01/10/2019

**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).
- (1) Represents 20,141 shares of Synchrony Financial ("Company") common stock and 16,336 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 Company common stock.
 - (2) The reporting person was awarded 60,292 employee stock options on July 31, 2014, which vested in full on the fourth anniversary of the grant date.
 - (3) The reporting person was awarded 3,774 employee stock options on September 17, 2014, 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 6,632 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.
 - (5) The reporting person was awarded 8,964 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.

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- (6) The reporting person was awarded 11,588 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.
- (7) The reporting person was awarded 10,911 employee stock options on April 1, 2018, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

^

Remarks:

Executive Vice President and Chief Executive Officer - CareCredit 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.

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