

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GENERAL ELECTRIC CO</u> (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> (Street) <u>FAIRFIELD CT 06828</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Synchrony Financial [SYF]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/17/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2015		J ⁽¹⁾		705,270,833	D	(1)	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
GENERAL ELECTRIC CO
 (Last) (First) (Middle)
3135 EASTON TURNPIKE
 (Street)
FAIRFIELD CT 06828
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GENERAL ELECTRIC CAPITAL CORP
 (Last) (First) (Middle)
901 MAIN AVENUE
 (Street)
NORWALK CT 06851-1168
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
GE Consumer Finance, Inc.
 (Last) (First) (Middle)
C/O GE POWER & WATER
4200 WILDWOOD PARKWAY 5-8C-01
 (Street)
ATLANTA GA 30339-8402
 (City) (State) (Zip)

Explanation of Responses:

1. General Electric Company ("GE") disposed of 705,270,833 shares of common stock of the Issuer in exchange for 671,366,809 shares of GE common stock pursuant to a registered exchange offer to GE's common stockholders. The final exchange ratio was 1.0505 shares of Issuer common stock per share of GE common stock accepted in the exchange offer. In preparation for the consummation of the exchange offer, Power Holding LLC (formerly known as GE

Consumer Finance, Inc.), a wholly-owned subsidiary of GE, distributed all of the shares of common stock of the Issuer that it directly owned to GE.

Remarks:

Exhibit 24.1 - Power of Attorney (GE); Exhibit 24.2 - Power of Attorney (GECC); and Exhibit 99.1 - Joint Filer Information, each incorporated herein by reference.

/s/ Jonas Svedlund, Attorney-in-
fact/General Electric Company.

11/19/2015

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

The undersigned, General Electric Company, a New York company (hereinafter referred to as the “Company”) does hereby make, constitute and appoint each of the persons listed below as the Company’s true and lawful agent and attorney-in-fact (hereinafter referred to as the “Attorney”) to act either together or alone in the name and on behalf of the Company for and with respect to the matters hereinafter described.

Name of Attorney:

Jonas Svedlund

James Waterbury

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Company with regard to any securities owned by the Company or any of its subsidiaries; and, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Company in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Company without attestation and without affixation of the seal of the Company. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless revoked by the Company, this Power of Attorney shall be governed under the laws of the State of New York and the authority of the Attorney hereunder shall terminate on July 14, 2016.

IN WITNESS WHEREOF, the Company has caused the Power of Attorney to be executed, attested and its corporate seal to be affixed as the 15th day of July, 2015.

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira
Christoph A. Pereira
Chief Corporate, Securities & Finance
Counsel and Associate Secretary

Attest:

By: /s/ Brandon Smith
Name: Brandon Smith
Title: Attesting Secretary

POWER OF ATTORNEY

The undersigned, General Electric Capital Corporation, a Delaware corporation (hereinafter referred to as the "Corporation") does hereby make, constitute and appoint each of the persons listed below as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Name of Attorney:

Jonas Svedlund

James Waterbury

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by the Corporation or any of its subsidiaries; and, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

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IN WITNESS WHEREOF, the Corporation has caused the Power of Attorney to be executed, attested and its corporate seal to be affixed as the 15th day of July 2015.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Christoph A. Pereira

Christoph A. Pereira
Vice President, Deputy General Counsel and
Secretary

Attest:

By: /s/ Brandon Smith

Name: Brandon Smith
Title: Assistant Secretary

Joint Filer Information

Name of Joint Filer: General Electric Capital Corporation
Address of Joint Filer: 901 Main Avenue
Norwalk, CT 06851
Relationship of Joint Filer to Issuer: 10% Owner
Issuer Name and Ticker or Trading Symbol: Synchrony Financial (SYF)
Date of Earliest Transaction Required
To Be Reported (Month/Day/Year): 11/17/2015
Designated Filer: General Electric Company

Signature:

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Jonas Svedlund

Name: Jonas Svedlund

Title: Attorney-in-fact

November 19, 2015

Date

Joint Filer Information

Name of Joint Filer: Power Holding LLC*

Address of Joint Filer: c/o GE Power & Water
4200 Wildwood Parkway 5-8C-01
Atlanta, GA 30339-8402

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: Synchrony Financial (SYF)

Date of Earliest Transaction Required
To Be Reported (Month/Day/Year): 11/17/2015

Designated Filer: General Electric Company

Signature:

POWER HOLDING LLC*

By: /s/ Mark Mellana

Name: Mark Mellana
Title: Manager

November 19, 2015

Date

*formerly known as GE CONSUMER FINANCE, INC.