

SYNCHRONY FINANCIAL
777 Long Ridge Road
Stamford, Connecticut 06902

VIA EDGAR

November 6, 2015

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Mergers and Acquisitions
100 F Street, N.E.
Washington, DC 20549-3628
Attn: Ms. Era Anagnosti

Re: Synchrony Financial
Registration Statement on Form S-4 (File No. 333-207479)

Dear Ms. Era Anagnosti:

Pursuant to Rule 461 under the Securities Act of 1933, as amended, Synchrony Financial (the "Registrant") hereby respectfully requests that the effectiveness of the Registrant's Registration Statement on Form S-4 (File No. 333-207479) filed on October 19, 2015 (as amended by Amendment No. 1 filed on November 3, 2015, the "Registration Statement"), be accelerated by the Securities and Exchange Commission (the "Commission") so that it may become effective at 12:00 p.m., Eastern time, on Monday, November 9, 2015, or as soon as reasonably practicable thereafter.

The Registrant hereby acknowledges the following:

- should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Registrant from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the Registrant may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

The Registrant hereby confirms that it is aware of its responsibilities under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as they relate to the proposed public offering of the securities specified in the Registration Statement.

Please call Jaclyn Cohen (212-310-8891) to confirm the effectiveness of the Registration Statement.

Very truly yours,

SYNCHRONY FINANCIAL

By: /s/ Jonathan S. Mothner

Name: Jonathan S. Mothner

Title: Executive Vice President, General Counsel and Secretary

cc: Jaclyn L. Cohen
Partner
Weil, Gotshal & Manges LLP

Howard Chatzinoff
Partner
Weil, Gotshal & Manges LLP

Jonas Svedlund
Executive Counsel – Mergers & Acquisitions
General Electric Company

Antje Wilmer
Executive Counsel – Mergers & Acquisitions
General Electric Company

Stuart Stock
Partner
Covington & Burlington LLP

David B.H. Martin
Senior Counsel
Covington & Burlington LLP

Alexandra Ledbetter
Attorney-Advisor
United States Securities and Exchange Commission