

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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> <hr/> (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> <hr/> (Street) <u>FAIRFIELD CT 06828</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/30/2014</u>	3. Issuer Name and Ticker or Trading Symbol <u>Synchrony Financial [ SYF ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	705,270,833	I <sup>(1)</sup>	See Note <sup>(1)</sup>

**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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person* <u>GENERAL ELECTRIC CO</u> <hr/> (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> <hr/> (Street) <u>FAIRFIELD CT 06828</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>GENERAL ELECTRIC CAPITAL CORP</u> <hr/> (Last) (First) (Middle) <u>901 MAIN AVENUE</u> <hr/> (Street) <u>NORWALK CT 06851</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>GE Consumer Finance, Inc.</u> <hr/> (Last) (First) (Middle) <u>777 LONG RIDGE RD.</u> <hr/> (Street) <u>STAMFORD CT 06902</u> <hr/> (City) (State) (Zip)
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**Explanation of Responses:**

1. Directly owned by GE Consumer Finance, Inc., which is a wholly-owned subsidiary of General Electric Capital Corporation, which is a wholly-owned subsidiary of General Electric Company.

**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.

Name: Jonas Svedlund, Title:  
Attorney-in-fact

\*\* 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 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).

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 28, 2015.

IN WITNESS WHEREOF, the Company has caused the Power of Attorney to be executed, attested and its corporate seal to be affixed as the 29th day of July, 2014.

GENERAL ELECTRIC COMPANY

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

Attest:

/s/ Lori Zyskowski  
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Name: Lori Zyskowski  
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 29th day of July 2014.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Christoph A. Pereira  
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Christoph A. Pereira  
Vice President and Secretary

Attest:

/s/ Fred A. Robustelli  
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Name: Fred A. Robustelli  
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 Event Requiring  
Statement (Month/Day/Year): 7/30/2014  
Designated Filer: General Electric Company

Signature:

GENERAL ELECTRIC CAPITAL CORPORATION

/s/ Jonas Svedlund  
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Name: Jonas Svedlund  
Title: Attorney-in-fact

July 30, 2014  
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Date

Joint Filer Information

Name of Joint Filer: GE Consumer Finance, Inc.  
Address of Joint Filer: 777 Long Ridge Rd.  
Stamford, CT 06902  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: Synchrony Financial (SYF)  
Date of Event Requiring  
Statement (Month/Day/Year): 7/30/2014  
Designated Filer: General Electric Company

Signature:

GE CONSUMER FINANCE, INC.

/s/ Alexander Dimitrief  
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Name: Alexander Dimitrief  
Title: Secretary

July 30, 2014  
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Date