

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**May 18, 2017**  
**Date of Report**  
**(Date of earliest event reported)**

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**SYNCHRONY FINANCIAL**  
**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**001-36560**  
**(Commission  
File Number)**

**51-0483352**  
**(I.R.S. Employer  
Identification No.)**

**777 Long Ridge Road, Stamford, Connecticut**  
**(Address of principal executive offices)**

**(203) 585-2400**  
**(Registrant's telephone number, including area code)**  
**N/A**

**(Former name or former address, if changed since last report)**

**06902**  
**(Zip Code)**

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01 Regulation FD Disclosure.**

On May 18, 2017, Synchrony Financial (the "Company") announced that its Board of Directors (the "Board") intends to increase the quarterly cash dividend to \$0.15 per share of common stock, commencing the third quarter of 2017, and has approved a share repurchase program of up to \$1.64 billion through June 30, 2018. The Company expects to make share repurchases from time to time subject to market conditions and other factors, including legal and regulatory restrictions and required approvals.

A copy of the press release announcing the approvals is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly stated by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

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

<u>Number</u>	<u>Description</u>
99.1	Synchrony Financial Press Release dated May 18, 2017

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## EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
99.1	Synchrony Financial Press Release dated May 18, 2017



Thursday, May 18, 2017

## **Synchrony Financial Announces Plans to Increase Quarterly Common Stock Dividend to \$0.15 Per Share and Approval of a \$1.64 Billion Share Repurchase Program**

**STAMFORD, Conn.** - Synchrony Financial (NYSE: [SYF](#)) announced today that its Board of Directors intends to increase the quarterly cash dividend to \$0.15 per share of common stock, commencing the third quarter of 2017, and has approved a share repurchase program of up to \$1.64 billion through June 30, 2018. The company expects to make share repurchases from time to time subject to market conditions and other factors, including legal and regulatory restrictions and required approvals.

### **About Synchrony Financial**

Synchrony Financial (NYSE: [SYF](#)) is one of the nation's premier consumer financial services companies. Our roots in consumer finance trace back to 1932, and today we are the largest provider of private label credit cards in the United States based on purchase volume and receivables.\* We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers to help generate growth for our partners and offer financial flexibility to our customers. Through our partners' over 365,000 locations across the United States and Canada, and their websites and mobile applications, we offer our customers a variety of credit products to finance the purchase of goods and services. Synchrony Financial offers private label and co-branded Dual Card™ credit cards, promotional financing and installment lending, loyalty programs and FDIC-insured savings products through Synchrony Bank. More information can be found at [www.synchronyfinancial.com](http://www.synchronyfinancial.com), [facebook.com/SynchronyFinancial](https://facebook.com/SynchronyFinancial), [www.linkedin.com/company/synchrony-financial](https://www.linkedin.com/company/synchrony-financial) and [twitter.com/SYFNews](https://twitter.com/SYFNews).

\*Source: The Nilson Report (May 2016, Issue # 1087) - based on 2015 data.

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