

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

FORM 8-K

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

May 23, 2019
Date of Report
(Date of earliest event reported)

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

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

06902
(Zip Code)

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

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- a) The Company held its annual meeting of stockholders on May 23, 2019.
- b) The stockholders elected all of the directors named in the proxy statement for the coming year; approved our named executives' compensation in an advisory vote; and ratified the selection of KPMG LLP as our independent registered public accounting firm for 2019. The voting results for each of these proposals are detailed below.

A. Election of Directors

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Margaret M. Keane	574,995,290	240,585	512,521	32,888,958
Paget L. Alves	567,984,071	7,228,181	536,144	32,888,958
Arthur W. Coviello, Jr.	574,982,581	234,969	530,846	32,888,958
William W. Graylin	574,265,260	219,392	1,263,744	32,888,958
Roy A. Guthrie	574,976,956	234,683	536,757	32,888,958
Richard C. Hartnack	553,126,032	22,090,392	531,972	32,888,958
Jeffrey G. Naylor	565,433,435	9,783,006	531,955	32,888,958
Laurel J. Richie	567,392,938	7,834,915	520,543	32,888,958
Olympia J. Snowe	566,621,557	7,871,315	1,255,524	32,888,958
Ellen M. Zane	567,479,945	7,736,721	531,730	32,888,958

B. Management Proposals

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
Advisory Vote to Approve Named Executive Officer Compensation	502,392,922	54,540,276	18,815,198	32,888,958
Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2018	606,427,530	890,070	1,319,754	N/A

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNCHRONY FINANCIAL

Date: May 29, 2019

By: /s/ Jonathan Mothner
Name: Jonathan Mothner
Title: Executive Vice President, General Counsel and Secretary