

FORM 5

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

OMB APPROVAL

OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Form 3 Holdings Reported.

Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>Schaller Bart</u> (Last) (First) (Middle) 777 LONG RIDGE ROAD C/O CORPORATE SECRETARY (Street) STAMFORD CT 06902 (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See remarks
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2024	

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units ⁽¹⁾	(2)			3			(3)	(3)	Common Stock	17,560		17,560	D	
Phantom Stock Units ⁽¹⁾	(2)	10/21/2021		4 ⁽⁴⁾		10,185 ⁽⁴⁾	(3)	(3)	Common Stock	10,185	(4)	7,938	D	

Explanation of Responses:

- Phantom stock units held by the Reporting Person in the Synchrony Financial Restoration Plan, an excess benefit plan pursuant to Rule 16b-3(b)(2) (the "Restoration Plan"), as of June 14, 2021, the date the Reporting Person became a Section 16 Officer. This transaction is being reported late due to an inadvertent administrative error and not any error of the Reporting Person.
- Each phantom stock unit is the economic equivalent of one share of Synchrony Financial common stock.
- Phantom stock units acquired under the Restoration Plan will be settled, in cash, the month following the six-month anniversary of the Reporting Person's separation from Company unless otherwise provided by the terms of the Restoration Plan or elected by the Reporting Person.
- The Reporting Person transferred the cash value of 10,185 phantom stock units to an alternative investment option within the Reporting Person's Restoration Plan account. The disposition was valued based on the closing price of Synchrony Financial common stock on the date of the transfer, \$49.09. This transaction is being reported late due to an inadvertent administrative error and not any error of the Reporting Person.

Remarks:

EVP, CEO--Digital

/s/ Danielle Do, as attorney in fact 02/10/2025

** 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.