

**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**

**June 17, 2025
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)

06902
(Zip Code)

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

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	SYF	New York Stock Exchange
Depository Shares Each Representing a 1/40th Interest in a Share of 5.625% Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A	SYFPrA	New York Stock Exchange
Depository Shares Each Representing a 1/40th Interest in a Share of 8.250% Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock, Series B	SYFPrB	New York Stock Exchange

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.

The 2025 Annual Meeting of Stockholders (the “Annual Meeting”) of Synchrony Financial (the “Company”) was held on June 17, 2025.

At the Annual Meeting, the Company’s stockholders elected all of the directors named in the Proxy Statement for the coming year; ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for 2025; and approved the compensation of the Company’s named executive officers in an advisory vote. 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>
Brian D. Doubles	319,104,255	1,193,691	198,998	17,343,574
Fernando Aguirre	274,715,536	45,169,733	611,675	17,343,574
Paget L. Alves	306,092,437	13,794,844	609,663	17,343,574
Kamila Chytil	319,870,703	435,706	190,535	17,343,574
Daniel Colao	317,838,077	2,461,951	196,916	17,343,574
Arthur W. Coviello, Jr.	318,890,471	1,411,072	195,401	17,343,574
Roy A. Guthrie	318,942,842	1,358,540	195,562	17,343,574
Jeffrey G. Naylor	308,541,262	10,744,737	1,210,945	17,343,574
Bill Parker	305,608,002	14,694,113	194,829	17,343,574
Laurel J. Richie	303,477,144	16,420,091	599,709	17,343,574
Ellen M. Zane	317,108,460	3,175,246	213,238	17,343,574

B. Management Proposals

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2025	331,638,509	5,998,222	203,787	N/A
Advisory Vote to Approve Named Executive Officer Compensation	287,651,058	29,750,603	3,095,283	17,343,574

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>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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: June 20, 2025

By:	/s/ Jonathan Mothner
Name:	Jonathan Mothner
Title:	Executive Vice President, Chief Risk and Legal Officer