



Synchrony Financial
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Stamford, CT 06902
(203) 585-2400

jonathan.mothner@ge.com
(203) 585-6250

August 6, 2014

VIA EDGAR AND EMAIL TRANSMISSION

Michael R. Clampitt
Securities and Exchange Commission (the "Commission")
Division of Corporation Finance
100 F Street NE
Washington, D.C. 20549-3561

Re: SYNCHRONY FINANCIAL's Registration Statement on Form S-1 (File No. 333-197244)

Dear Mr. Clampitt:

We refer to the registration statement on Form S-1 (File No. 333-197244) (as amended, the "Registration Statement") of SYNCHRONY FINANCIAL, a Delaware corporation (the "Company"), relating to the registration of \$3,000,000,000 aggregate principal amount of senior notes.

In accordance with Rule 461 under the Securities Act of 1933, as amended, the Company hereby respectfully requests the acceleration of the effectiveness of the Registration Statement so that it may become effective at 1:00 p.m. (Eastern time) on August 6, 2014 or as soon as practicable thereafter.

The Company hereby acknowledges the following:

- should the Securities and Exchange Commission (the "Commission") or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- the Company may not assert staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, the Company hereby confirms that it is aware of its responsibilities under the Securities Act and the Securities Exchange Act of 1934, as amended, as they relate to the proposed public offering of the securities specified in the Registration Statement.

Should any questions arise in connection with the filing or this request, please contact the undersigned at (203) 585-2400.

Sincerely yours,

/s/ Jonathan S. Mothner, Esq.

Jonathan S. Mothner, Esq.
SYNCHRONY FINANCIAL

cc: David S. Lefkowitz, Esq., Weil, Gotshal & Manges LLP
Corey R. Chivers, Esq., Weil, Gotshal & Manges LLP

CITIGROUP GLOBAL MARKETS INC.
388 Greenwich Street
New York, NY 10013

GOLDMAN, SACHS & CO.
200 West Street
New York, NY 10282

J.P. MORGAN SECURITIES LLC
383 Madison Avenue
New York, NY 10179

August 6, 2014

Re: **SYNCHRONY FINANCIAL**
Registration Statement on Form S-1
Registration File No. 333-197244

Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Dear Sir/Madam:

Pursuant to Rule 460 of the General Rules and Regulations under the Securities Act of 1933 (the "**Act**"), we, as representatives of the several Underwriters, wish to advise you that approximately 988 copies of the Preliminary Prospectus dated August 4, 2014 and included in the Registration Statement on Form S-1, as filed on July 3, 2014, and as amended, were distributed through 6:00 p.m., Eastern Time, August 4, 2014 to prospective underwriters, dealers, institutions and others.

Each of the undersigned advises that it has complied and will continue to comply, and we have been informed by the other participating underwriters that they have complied and will comply, with the requirements of Rule 15c2-8 under the Securities Exchange Act of 1934.

In accordance with Rule 461 of the Act, we hereby join in the request of SYNCHRONY FINANCIAL for acceleration of the effective date of the above-named Registration Statement so that it becomes effective at 1:00 p.m. Eastern Time on August 6, 2014, or as soon thereafter as practicable.

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Very truly yours,

Citigroup Global Markets Inc.
Goldman, Sachs & Co.
J.P. Morgan Securities LLC

Acting severally on behalf of themselves and the several Underwriters

By: CITIGROUP GLOBAL MARKETS INC.

By: /s/ Jack D. McSpadden, Jr.

Name: Jack D. McSpadden, Jr.
Title: Managing Director

By: GOLDMAN, SACHS & CO.

By: /s/ Adam Greene

Name: Adam Greene
Title: Vice President

By: J.P. MORGAN SECURITIES LLC

By: /s/ Som Bhattacharyya

Name: Som Bhattacharyya
Title: Vice President

[Signature Page to Acceleration Request (Debt)]