
**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 28, 2015
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))
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Item 7.01 Regulation FD Disclosure.

Synchrony Financial (“Synchrony”) previously announced that Margaret M. Keane, President and Chief Executive Officer of Synchrony, will present at the Bernstein Strategic Decisions Conference in New York on Thursday, May 28, 2015, at 9:00 AM (Eastern Time).

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 - Bernstein Strategic Decisions Conference Presentation dated May 28, 2015.

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 28, 2015

By: /s/ Jonathan Mothner

Name: Jonathan Mothner

Title: Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Number</u>	<u>Description</u>
99.1	Synchrony Financial - Bernstein Strategic Decisions Conference Presentation dated May 28, 2015.

Bernstein Strategic Decisions Conference

May 28, 2015



Disclaimers

Cautionary Statement Regarding Forward-Looking Statements

The following slides are part of a presentation by Synchrony Financial and are intended to be viewed as part of that presentation.

This presentation contains certain forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe harbor" created by those sections. Forward-looking statements may be identified by words such as "outlook," "expects," "intends," "anticipates," "plans," "believes," "seeks," "targets," "estimates," "will," "should," "may" or words of similar meaning, but these words are not the exclusive means of identifying forward-looking statements. Forward-looking statements are based on management's current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include global political, economic, business, competitive, market, regulatory and other factors and risks, such as: the impact of macroeconomic conditions and whether industry trends we have identified develop as anticipated; retaining existing partners and attracting new partners, concentration of our platform revenue in a small number of Retail Card partners, promotion and support of our products by our partners, and financial performance of our partners; our need for additional financing, higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings; our ability to securitize our loans, occurrence of an early amortization of our securitization facilities, loss of the right to service or subservice our securitized loans, and lower payment rates on our securitized loans; our reliance on dividends, distributions and other payments from Synchrony Bank; our ability to grow our deposits in the future; changes in market interest rates and the impact of any margin compression; effectiveness of our risk management processes and procedures, reliance on models which may be inaccurate or misinterpreted, our ability to manage our credit risk, the sufficiency of our allowance for loan losses and the accuracy of the assumptions or estimates used in preparing our financial statements; our ability to offset increases in our costs in retailer share arrangements; competition in the consumer finance industry; our concentration in the U.S. consumer credit market; our ability to successfully develop and commercialize new or enhanced products and services; our ability to realize the value of strategic investments; reductions in interchange fees; fraudulent activity; cyber-attacks or other security breaches; failure of third parties to provide various services that are important to our operations; disruptions in the operations of our computer systems and data centers; international risks and compliance and regulatory risks and costs associated with international operations; alleged infringement of intellectual property rights of others and our ability to protect our intellectual property; litigation and regulatory actions; damage to our reputation; our ability to attract, retain and motivate key officers and employees; tax legislation initiatives or challenges to our tax positions and state sales tax rules and regulations; significant and extensive regulation, supervision, examination and enforcement of our business by governmental authorities, the impact of the Dodd-Frank Act and the impact of the CFPB's regulation of our business; changes to our methods of offering our CareCredit products; impact of capital adequacy rules; restrictions that limit Synchrony Bank's ability to pay dividends; regulations relating to privacy, information security and data protection; use of third-party vendors and ongoing third-party business relationships; failure to comply with anti-money laundering and anti-terrorism financing laws; effect of General Electric Capital Corporation being subject to regulation by the Federal Reserve Board both as a savings and loan holding company and as a systemically important financial institution; General Electric Company (GE) not completing the separation from us as planned or at all, GE's inability to obtain savings and loan holding company deregistration (GE SLHC Deregistration) and GE continuing to have significant control over us; completion by the Federal Reserve Board of a review (with satisfactory results) of our preparedness to operate on a standalone basis, independently of GE, and Federal Reserve Board approval required for us to continue to be a savings and loan holding company, including the timing of the approval and the imposition of any significant additional capital or liquidity requirements; our need to establish and significantly expand many aspects of our operations and infrastructure; delays in receiving or failure to receive Federal Reserve Board agreement required for us to be treated as a financial holding company after the GE SLHC Deregistration; loss of association with GE's strong brand and reputation; limited right to use the GE brand name and logo and need to establish a new brand; GE has significant control over us; terms of our arrangements with GE may be more favorable than what we will be able to obtain from unaffiliated third parties; obligations associated with being a public company; our incremental cost of operating as a standalone public company could be substantially more than anticipated; GE could engage in businesses that compete with us, and conflicts of interest may arise between us and GE; and failure caused by us of GE's distribution of our common stock to its stockholders in exchange for its common stock to qualify for tax-free treatment, which may result in significant tax liabilities to GE for which we may be required to indemnify GE. For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this presentation and in our public filings, including under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as filed on February 23, 2015. You should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties, or potentially inaccurate assumptions that could cause our current expectations or beliefs to change. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by law.

Non-GAAP Measures

The information provided herein includes measures we refer to as "platform revenue" and "platform revenue excluding retailer share arrangements" and certain capital ratios, which are not prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). The reconciliations of such measures to the most directly comparable GAAP measures are included in the appendix of this presentation.

Synchrony Financial Overview

Leading Consumer Finance Business

- Largest PLCC provider in US ^(a)
- A leader in financing for major consumer purchases and healthcare services
- Long-standing and diverse partner base

Strong Value Proposition for Partners and Consumers

- Deep partner integration enables customized loyalty products, across channels
- Advanced data analytics and targeted marketing capabilities
- Dedicated team members support partners to help maximize program effectiveness
- Partner and cardholder focused mobile payments and e-commerce strategies

Attractive Growth and Ample Opportunities

- Strong receivables growth
- Significant opportunity to leverage long-standing partnerships to increase penetration
- Opportunity to attract new partners
- Developing broad product suite to support efforts to build a leading, full-scale online bank

Strong Financial Profile and Operating Performance

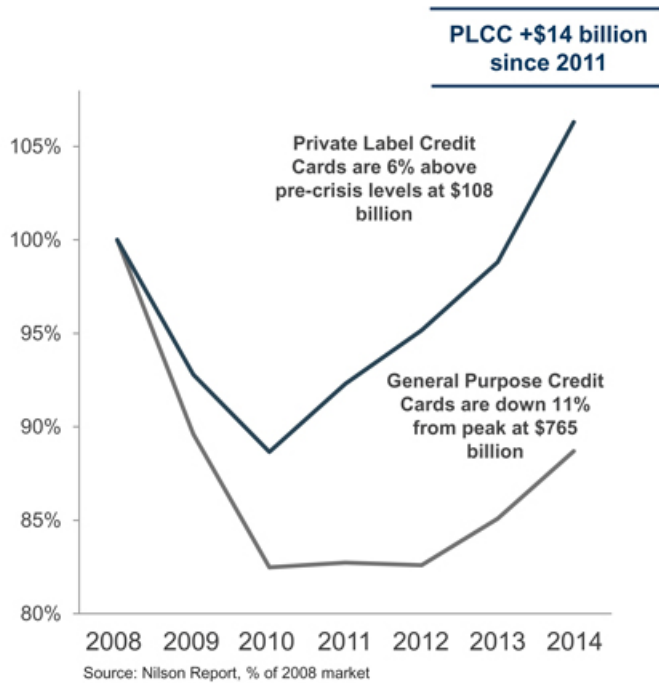
- Solid fundamentals with attractive returns
- Strong capital and liquidity with diverse funding profile
- Positioned for future capital return post separation

(a) Source: The Nilson Report (April 2015 Issue #1062)

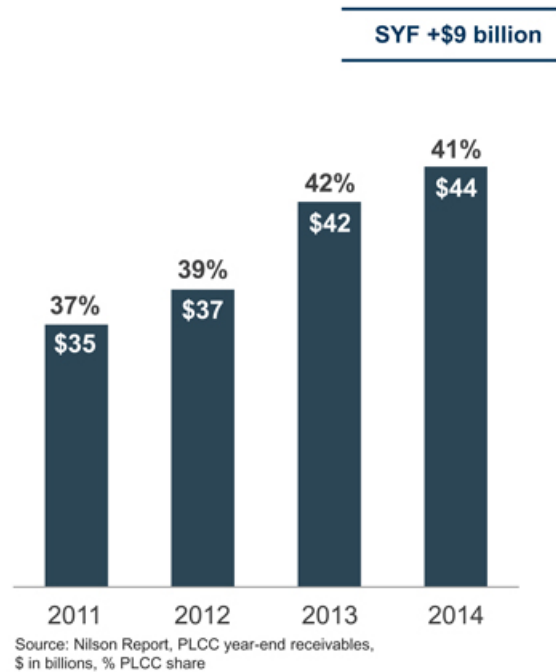


Largest PLCC Provider in U.S.

Credit Card Receivables



Synchrony PLCC Receivables



Long-Standing and Diverse Partner Base

Partner Profile										
										
Length of Relationship (Years)	36	21	18	17	15	15	9	7	3	2
Last Renewal	2014	2014	2014	2014	2013	2013	2013	2015	2011	2012

We attract partners who value our:

- Experience & partnership—long history of improving sales, customer loyalty & retention
- Differentiated capabilities:
 - Marketing and analytics
 - Mobile and online
 - Underwriting and lifecycle management
 - On-site dedicated teams

We seek deals that:

- Have an appropriate risk-reward profile
- Enable us to own key program aspects:
 - Underwriting
 - Collections

Product Offerings

Credit Products

Retail Card

Private Label



Retailer only
acceptance

Dual Card



Accepted at
network locations

Affinity to retailer, provides
customized benefits & features

- Cash back, discounts
- Credit events & promotions
- Reward/best customer programs



Payment Solutions

Private Label



Retailer only
acceptance

CareCredit

Private Label



Accepted at
provider network
locations

Big ticket focus, offering
promotional financing options

- Home
- Furniture
- Electronics
- Luxury
- Power sports

furniture & mattress
special 12 month
financing available



The care you want.
With payment options
made easier.

Deposit Products

Synchrony Bank

Deposits



Fast growing online bank

FDIC insured products

- Certificates of Deposit
- Money Market Accounts
- Savings Accounts
- IRA Money Market Accounts
- IRA Certificates of Deposit

Proprietary Closed-Loop Network Advantages

Enables Valuable Data Capture and Eliminates Interchange Fees

General Purpose Card and Co-Branded Cards



Date	Merch.	Channel	Brand	Cat./SKU	\$
5/2/15	Belk				\$83.44
5/9/15	Belk				\$212.17

Synchrony Closed Loop Network for PLCC and Dual Card



Date	Merch.	Channel	Brand	Cat./SKU	\$
5/2/15	Belk	In-Store	DKNY	Women's shoes 468XUTY	\$83.44
5/9/15	Belk	Mobile	Coach	Women's handbags 229HHREO	\$212.17

Robust Data and Actionable Analytics

Robust Data



We capture multiple unique data elements from a variety of sources

- Consumers
- Retailers
- Channels
- Industry/external

Actionable Analytics

Consumer Profile	Spend Category	Channel	Frequency
			\$\$\$\$
			\$\$
			\$\$\$

Our Analytics Center of Excellence utilizes a variety of tools and techniques to:

- Develop consumer profiles and behavioral trends
- Create unique segmentation clusters
- Develop predictive models to optimize touch points

Targeted Offer Strategies



This enables:

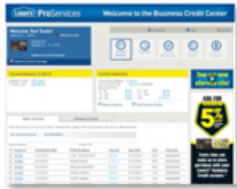
- Personalized promotions and offers based on unique consumer profiles
- Customized loyalty programs
- Optimized channel delivery

Digital Capabilities

eCommerce & Mobile

Consumer

- Investing in enhanced user experience:
 - Auto pre-fill
 - Quickscreen
 - Customized offers
- Mobile applications deliver customized features including rewards, retail offers and alerts

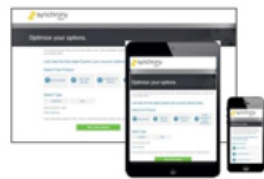


Commercial

- Enhance user experience and features:
 - Project-level invoicing and billing
 - Invoice search
 - Simplified payments

Synchrony Bank

- Upgraded digital banking platform
- Responsive design allows customers to access account via any device



Mobile Payments

Wallet Agnostic Strategy—Offering Choice to Consumers and Retail Partners

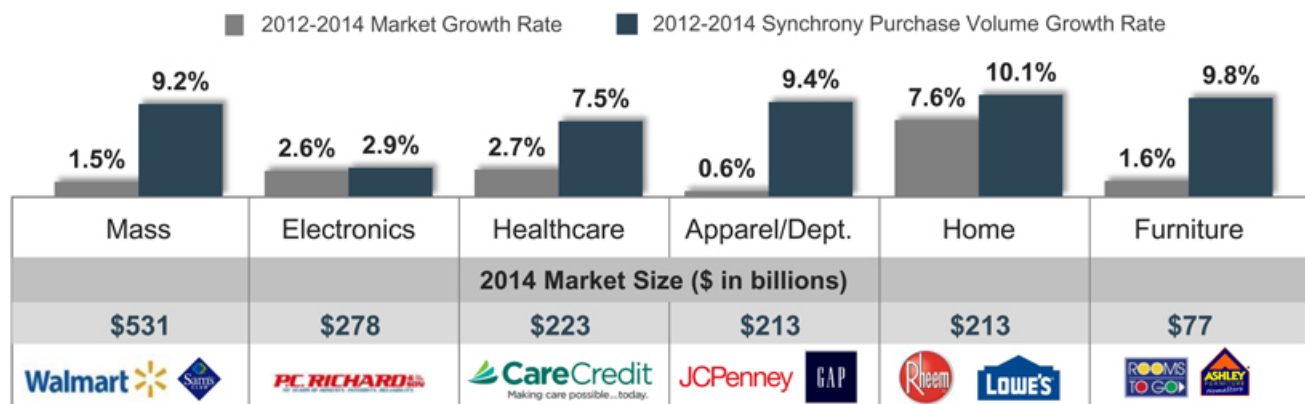


Benefits to Synchrony Financial and Our Customers

- Preserving unique benefits and value propositions
- Synchrony Financial continuing to capture valuable customer data on our network
- Developing proprietary solutions like Digital Card
 - Digital version of card
 - Enables in-store self-service account lookup
 - Includes loyalty program number
 - Easy and secure access to card



Driving Program Growth

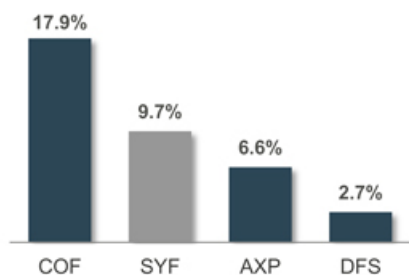


- Synchrony purchase volume growth rate is ~3x the market growth rate for these categories—compelling rewards and strong value propositions help drive growth
- Retailer share arrangements enhance alignment by rewarding partners for the economic success of programs above certain return thresholds
 - Retailer share arrangements totaled \$2.6 billion in 2014

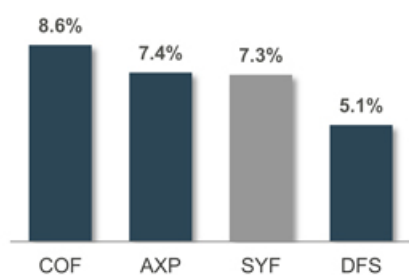
Peer Comparison: 1Q 15

Significant Growth

Purchase Volume Growth^(a)

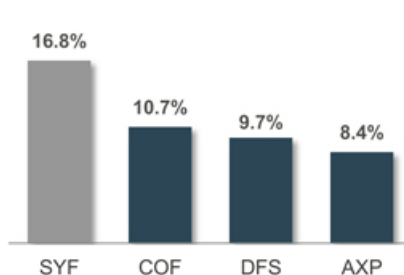


Loan Receivables Growth^(d)

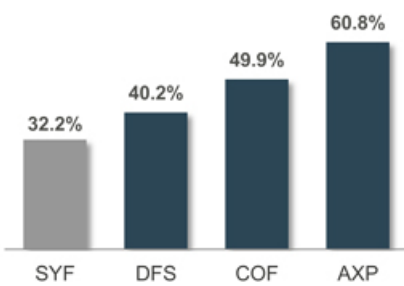


Strong Margins

Risk Adjusted Yield^(b)

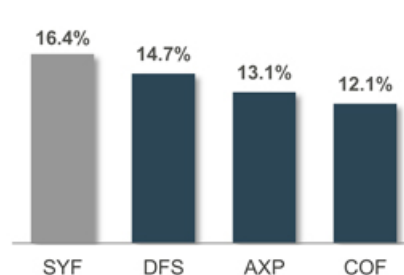


Efficiency Ratio^(a)

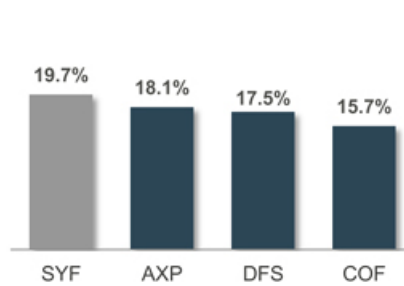


Strong Balance Sheet

CET 1 Ratio^(c)



Liquidity % of Assets^(e)



(a) Segment data for AXP-U.S Card Services and COF-Domestic Credit Card. Other data-total company level
 (b) Calculated as credit card yield - net charge-off rate on credit cards. SYF-total company
 (c) CET 1 ratios are on an estimated, fully phased-in basis. Please refer to appendix for non-GAAP reconciliation

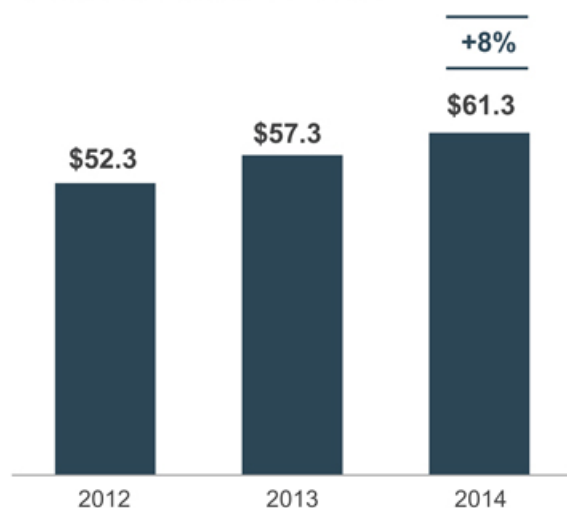
(d) Segment data for AXP-U.S Card Services, COF-Domestic Credit Card, and DFS-Credit Card. SYF-total company level
 (e) For AXP, DFS, and SYF calculated as: (cash and cash equivalents + investment securities) / total assets. COF calculated as: (cash and cash equivalents + AFS securities) / total assets

Sources: Company filings and SNL

Poised for Continued Growth

Strong Receivables Growth

Percentage is loan receivables CAGR



- Majority of growth is organic
- Targeted marketing programs and value proposition help to drive organic growth

Growth Initiatives

- ① **Drive organic growth** and increase our penetration through strong value propositions
- ② Leverage **digital, mobile, loyalty and analytics** capabilities to strengthen relationships and drive increased sales
- ③ Attract **new partners and providers**
- ④ Accelerate Synchrony Bank into a **premier online banking platform**
- ⑤ **Leverage platform and scale to expand offerings** and drive long-term growth

Summary

Premier consumer finance company well-positioned to capitalize on deep partner integration

Differentiated business model with solid value proposition for both partners and consumers

Attractive growth opportunities, particularly to further leverage data analytics, loyalty, mobile and e-capabilities

Growth supported by online bank with strong deposit growth

Solid fundamentals with strong returns



Engage with us.



Appendix: Non-GAAP Reconciliations

In order to assess and internally report the revenue performance of our three sales platforms, we use measures we refer to as “platform revenue” and “platform revenue excluding retailer share arrangements.” Platform revenue is the sum of three line items in our Condensed Consolidated and Combined Statements of Earnings prepared in accordance with GAAP: “interest and fees on loans,” plus “other income,” less “retailer share arrangements.” Platform revenue and platform revenue excluding retailer share arrangements are not measures presented in accordance with GAAP. To calculate platform revenue we deduct retailer share arrangements but do not deduct other line item expenses, such as interest expense, provision for loan losses and other expense, because those items are managed for the business as a whole. We believe that platform revenue is a useful measure to investors because it represents management’s view of the net revenue contribution of each of our platforms. Platform revenue excluding retailer share arrangements represents management’s view of the gross revenue contribution of each of our platforms. These measures should not be considered a substitute for interest and fees on loans or other measures of performance we have reported in accordance with GAAP.

We present certain capital ratios. As a new savings and loan holding company, we historically have not been required by regulators to disclose capital ratios, and therefore these capital ratios are non-GAAP measures. We believe these capital ratios are useful measures to investors because they are widely used by analysts and regulators to assess the capital position of financial services companies, although our Basel I Tier 1 common ratio is not a Basel I defined regulatory capital ratio, and our Basel I and Basel III Tier 1 common ratios may not be comparable to similarly titled measures reported by other companies. Our Basel I Tier 1 common ratio is the ratio of Tier 1 common equity (as calculated below) to total risk-weighted assets as calculated in accordance with the U.S. Basel I capital rules. Our Basel III Tier 1 common ratio is the ratio of common equity Tier 1 capital to total risk-weighted assets, each as calculated in accordance with the U.S. Basel III capital rules (on a fully phased-in basis). Our Basel III Tier 1 common ratio is a preliminary estimate reflecting management’s interpretation of the final Basel III capital rules adopted in July 2013 by the Federal Reserve Board, which have not been fully implemented, and our estimate and interpretations are subject to, among other things, ongoing regulatory review and implementation guidance.

Appendix: Non-GAAP Reconciliation

The following table sets forth each component of our platform revenue for period indicated below.

(\$ in millions)

**For the
Twelve Months Ended
December 31, 2014**

Platform Revenue

Total:

Interest and fees on loans\$12,216

Other income \$485

Retailer share arrangements \$(2,575)

Platform revenue \$10,126

Appendix: Non-GAAP Reconciliation

The following table sets forth a reconciliation of each component of our capital ratios to the comparable GAAP component at March 31, 2015.

	\$ in millions at March 31, 2015
<u>COMMON EQUITY MEASURES</u>	
GAAP Total common equity.....	\$11,036
Less: Goodwill.....	(949)
Less: Intangible assets, net.....	(557)
Tangible common equity.....	\$9,530
Adjustments for certain other intangible assets, deferred tax liabilities and certain items in accumulated comprehensive income (loss).....	293
Basel I – Tier 1 capital and Tier 1 common equity.....	\$9,823
Adjustments for certain other intangible assets and deferred tax liabilities...	(12)
Basel III – Tier 1 common equity.....	\$9,811
<u>ASSET MEASURES</u>	
Total assets.....	\$72,721
Adjustments for:	
Disallowed goodwill and other disallowed intangible assets, net of related deferred tax liabilities.....	(1,213)
Other.....	136
Total assets for leverage purposes – Basel I.....	\$71,644
Risk-weighted assets – Basel I.....	\$58,184
Additional risk weighting adjustments related to:	
Deferred taxes.....	1,224
Loan receivables delinquent over 90 days.....	528
Other.....	(10)
Risk-weighted assets – Basel III (fully phased in).....	\$59,926