

**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**

**April 1, 2022
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
<p data-bbox="175 142 607 170">Common stock, par value \$0.001 per share</p> <p data-bbox="58 170 716 241">Depository Shares Each Representing a 1/40th Interest in a Share of 5.625% Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A</p>	<p data-bbox="808 142 857 163">SYF</p> <p data-bbox="792 170 873 195">SYFPrA</p>	<p data-bbox="1117 142 1386 170">New York Stock Exchange</p> <p data-bbox="1117 170 1386 195">New York Stock Exchange</p>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers Holders.

On Friday, April 1, 2022, the Board of Directors (the "Board") of Synchrony Financial (the "Company"), based on the recommendation of the Nominating and Corporate Governance Committee of the Board, elected Ms. Kamila Chytil as a director of the Company. A copy of the press release announcing the election of Ms. Chytil is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Ms. Chytil will participate in the same compensation program as each of the Company's other independent, non-management directors. Under the program, Ms. Chytil will receive annual compensation of \$265,000, of which \$100,000 will be paid in cash and \$165,000 will be paid in Company restricted stock units.

In connection with joining the Board, Ms. Chytil entered into the Company's standard form of indemnification agreement. The indemnification agreement provides Ms. Chytil with contractual rights to indemnification and expense advancement rights under the Company's bylaws, as well as contractual rights to additional indemnification as provided in the indemnification agreement. The form of indemnification agreement was previously filed with the Securities and Exchange Commission on August 1, 2014 as Exhibit 10.89 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (333-197244).

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Number</u>	<u>Description</u>
99.1	Synchrony Financial Press Release dated April 4, 2022
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: April 5, 2022

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

EXHIBIT INDEX

Number

Description

[99.1](#)
104 [Synchrony Financial Press Release dated April 4, 2022](#)
The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

Synchrony Names Kamila Chytil to Board of Directors

Leading technology and operations executive brings additional expertise in payments and financial services

Stamford, CT – April 04, 2022 –Synchrony (NYSE: SYF), a premier consumer financial services company, today announced [Kamila Chytil](#) has been appointed to Synchrony's board of directors, effective April 1.

"We're excited to welcome Kamila to the Synchrony Board of Directors," said Brian Doubles, Synchrony president and chief executive officer. "Kamila brings extensive expertise in electronic payments technology and operations and will be a valuable member of the board as the company continues to drive innovation and growth in the payment ecosystem."

Chytil currently leads operations, information technology and marketing at DentaQuest where she is responsible for optimizing digital, marketing and information services to enhance customer experiences for DentaQuest's partners and patients. Earlier, she was chief operating officer for MoneyGram International, where she oversaw global servicing information technology, marketing, corporate strategy, as well as the digital business segment.

"I'm looking forward to working with the Synchrony board," said Chytil. "Synchrony is a values-based company that I have long admired for its ability to balance innovation with managing risk, its commitment to its partners, which represent some of the most respected brands in the world, and its focus on employee culture and diversity."

Synchrony's commitment to diversity starts at the top with the board of directors which includes a broad range of diversity of gender, race and thought. Synchrony has one of the most diverse boards among commercial banks and diversified financials in the Fortune 200. With the appointment of Chytil, Synchrony's board consists of thirteen members including: Fernando Aguirre, former CEO of Chiquita Brands; Paget Alves, former chief sales officer of Sprint; Arthur Coviello, Jr., former executive vice president of EMC Corporation, and executive chairman, RSA Security, Inc.; Brian Doubles, Synchrony president and CEO; William Graylin, chairman of OV Loop, Inc.; Roy Guthrie, former CEO of Renovate America, and former EVP and CFO of Discover Financial Services Inc.; Margaret Keane, former CEO of Synchrony and executive chair; Jeffrey Naylor, former senior EVP and CFO of the TJX companies, Inc.; Bill Parker, former Vice Chairman and Chief Risk Officer of U.S. Bancorp; Laurel Richie, former president of the Women's National Basketball Association, LLC; Olympia Snowe, chairman and CEO of Olympia Snowe, LLC and former U.S. senator from 1995-2013 and member of the U.S. House of Representatives from 1979-1995; and Ellen Zane, former president and CEO of Tufts Medical Center and the Floating Hospital for Children.

About Synchrony

Synchrony (NYSE: SYF) is a premier consumer financial services company. We deliver a wide range of specialized financing programs, as well as innovative consumer banking products, across key industries including digital, retail, home, auto, travel, health and pet. Synchrony enables our partners to grow sales and loyalty with consumers. We are one of the largest issuers of private label credit cards in the United States; we also offer co-branded products, installment loans and consumer financing products for small- and medium-sized businesses, as well as healthcare providers. Synchrony is changing what's possible through our digital capabilities, deep industry expertise, actionable data insights, frictionless customer experience and customized financing solutions. For more information, visit www.synchrony.com and Twitter: @Synchrony

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