

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Whycott Paul</u> (Last) (First) (Middle) C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD (Street) STAMFORD CT 06902 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/26/2017	3. Issuer Name and Ticker or Trading Symbol <u>Synchrony Financial [SYF]</u>	
		4. 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	5. If Amendment, Date of Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	51,021 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	(2)	04/01/2027	Common Stock	13,706	34.3	D	
Employee Stock Option (right to buy)	(3)	04/01/2026	Common Stock	13,527	29.33	D	
Employee Stock Option (right to buy)	(4)	09/17/2024	Common Stock	13,345	24.55	D	
Employee Stock Option (right to buy)	(5)	07/31/2024	Common Stock	924	23	D	
Employee Stock Option (right to buy)	(6)	04/01/2025	Common Stock	10,007	30.41	D	

Explanation of Responses:

- Includes 13,203 restricted stock units that will vest in full on July 31, 2017 and 616 restricted stock units that will vest in full on July 31, 2018. The remaining restricted stock units vest in five equal annual installments of 20% each, beginning on the first anniversary of the applicable grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial common stock.
- The option will vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date, which was April 1, 2017.
- The option vests in five equal annual installments of 20% each, beginning on the first anniversary of the grant date, which was April 1, 2016.
- The option vests in five equal annual installments of 20% each, beginning on the first anniversary of the grant date, which was September 17, 2014.
- The option will vest in full on July 31, 2018.
- The option vests in five equal annual installments of 20% each, beginning on the first anniversary of the grant date, which was April 1, 2015.

Remarks:

Executive Vice President, Chief Risk Officer Exhibit List: Exhibit 24 - Power of Attorney

/s/ Danielle Do as attorney in fact 05/05/2017

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Jonathan S. Mothner, Executive Vice President, General Counsel and Secretary of SYNCHRONY FINANCIAL, a

- (1) apply for electronic access codes with the United States Securities and Exchange Commission (the "SEC") on my behalf;
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of the Company, with the SEC and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best int

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and tra

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of April, 2017.

By: /s/ Paul Whynott
Name: Paul Whynott