

| OMB APPROVAL | |
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

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|---|--|---|--|
| 1. Name and Address of Reporting Person * <u>GENERAL ELECTRIC CO</u> _____ (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> _____ (Street) <u>FAIRFIELD CT 06828</u> _____ (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>07/30/2014</u> | 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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____ | 5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" 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 | 705,270,833 | I ⁽¹⁾ | See Note ⁽¹⁾ |

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 | | | |
| | | | | | | | |

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|---|
| 1. Name and Address of Reporting Person * <u>GENERAL ELECTRIC CO</u> _____ (Last) (First) (Middle) <u>3135 EASTON TURNPIKE</u> _____ (Street) <u>FAIRFIELD CT 06828</u> _____ (City) (State) (Zip) |
|---|

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| 1. Name and Address of Reporting Person * <u>GENERAL ELECTRIC CAPITAL CORP</u> _____ (Last) (First) (Middle) <u>901 MAIN AVENUE</u> _____ (Street) <u>NORWALK CT 06851</u> _____ (City) (State) (Zip) |
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| 1. Name and Address of Reporting Person * <u>GE Consumer Finance, Inc.</u> _____ (Last) (First) (Middle) <u>777 LONG RIDGE RD.</u> _____ (Street) <u>STAMFORD CT 06902</u> _____ (City) (State) (Zip) |
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Explanation of Responses:

1. Directly owned by GE Consumer Finance, Inc., which is a wholly-owned subsidiary of General Electric Capital Corporation, which is a wholly-owned subsidiary of General Electric Company.

Remarks:

Exhibit 24.1 - Power of Attorney (GE); Exhibit 24.2 - Power of Attorney (GECC); and Exhibit 99.1 - Joint Filer Information, each incorporated herein by reference.

GENERAL ELECTRIC
COMPANY, /s/ Jonas Svedlund, 07/30/2014
Name: Jonas Svedlund, Title:
Attorney-in-fact

** 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

The undersigned, General Electric Company, a New York company (hereinafter referred to as the "Company") does hereby make, constitute and appoint each of the persons listed below as the Company's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Company for and with respect to the matters hereinafter described.

Name of Attorney:

Jonas Svedlund

James Waterbury

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Company with regard to any securities owned by the Company or any of its subsidiaries; and, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Company in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Company without attestation and without affixation of the seal of the Company. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless revoked by the Company, this Power of Attorney shall be governed under the laws of the State of New York and the authority of the Attorney hereunder shall terminate on July 28, 2015.

IN WITNESS WHEREOF, the Company has caused the Power of Attorney to be executed, attested and its corporate seal to be affixed as the 29th day of July, 2014.

GENERAL ELECTRIC COMPANY

By: /s/ Christoph A. Pereira

Christoph A. Pereira
Chief Corporate, Securities & Finance
Counsel and Associate Secretary

Attest:

/s/ Lori Zyskowski

Name: Lori Zyskowski
Title: Attesting Secretary

POWER OF ATTORNEY

The undersigned, General Electric Capital Corporation, a Delaware corporation (hereinafter referred to as the "Corporation") does hereby make, constitute and appoint each of the persons listed below as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Name of Attorney:

Jonas Svedlund

James Waterbury

Each Attorney shall have the power and authority to execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by the Corporation or any of its subsidiaries; and, in connection with the foregoing, to execute and deliver all documents, acknowledgments, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments and other writings executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless revoked by the Corporation, this Power of Attorney shall be governed under the laws of the State of New York and the authority of the Attorney hereunder shall terminate on July 28, 2015.

IN WITNESS WHEREOF, the Corporation has caused the Power of Attorney to be executed, attested and its corporate seal to be affixed as the 29th day of July 2014.

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Chistoph A. Pereira

Chistoph A. Pereira
Vice President and Secretary

Attest:

/s/ Fred A. Robustelli

Name: Fred A. Robustelli
Title: Assistant Secretary

Joint Filer Information

Name of Joint Filer: General Electric Capital Corporation
 Address of Joint Filer: 901 Main Avenue
 Norwalk, CT 06851
 Relationship of Joint Filer to Issuer: 10% Owner
 Issuer Name and Ticker or Trading Symbol: Synchrony Financial (SYF)
 Date of Event Requiring
 Statement (Month/Day/Year): 7/30/2014
 Designated Filer: General Electric Company

Signature:

GENERAL ELECTRIC CAPITAL CORPORATION

/s/ Jonas Svedlund

 Name: Jonas Svedlund
 Title: Attorney-in-fact

July 30, 2014

 Date

Joint Filer Information

Name of Joint Filer: GE Consumer Finance, Inc.
 Address of Joint Filer: 777 Long Ridge Rd.
 Stamford, CT 06902
 Relationship of Joint Filer to Issuer: 10% Owner
 Issuer Name and Ticker or Trading Symbol: Synchrony Financial (SYF)
 Date of Event Requiring
 Statement (Month/Day/Year): 7/30/2014
 Designated Filer: General Electric Company

Signature:

GE CONSUMER FINANCE, INC.

/s/ Alexander Dimitrief

 Name: Alexander Dimitrief
 Title: Secretary

July 30, 2014

 Date