

Synchrony Financial  
Form 8-K  
February 02, 2015

**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**

**February 2, 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)**

**001-36560**  
**(Commission)**

**51-0483352**  
**(I.R.S. Employer)**

<b>of incorporation)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>777 Long Ridge Road</b>		
<b>Stamford, Connecticut</b>		<b>06902</b>
<b>(Address of principal executive offices)</b>	<b>(203) 585-2400</b>	<b>(Zip Code)</b>

**(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))

**Item 8.01. Other Events.**

On February 2, 2015, SYNCHRONY FINANCIAL (the Company) completed a public offering of \$750,000,000 aggregate principal amount of 2.700% Senior Notes due 2020 (the 2020 Notes) and \$250,000,000 aggregate principal amount of Floating Rate Senior Notes due 2020 (the Floating Rate Notes and, together with the 2020 Notes, the Notes). The Notes are governed by an Indenture, dated as of August 11, 2014 (the Base Indenture), between the Company and The Bank of New York Mellon, as trustee (the Trustee), as supplemented to the date hereof and as further supplemented by a Second Supplemental Indenture, dated as of February 2, 2015 (the Second Supplemental Indenture), between the Company and the Trustee (as so supplemented, the Indenture).

The Notes were offered pursuant to the Prospectus Supplement dated January 26, 2015 to the Prospectus dated December 11, 2014, which forms a part of the Company's shelf registration statement on Form S-3 (File No. 333-200374) (the Registration Statement).

The foregoing description of the Indenture does not purport to be complete and is qualified in its entirety by reference to the Second Supplemental Indenture filed as Exhibit 4.1 hereto, and the forms of the foregoing series of Notes, which are included in Exhibit 4.1 hereto, each of which is incorporated by reference into this Item 8.01 and into the Registration Statement, and the Base Indenture, which was filed as exhibit to the Company's Current Report on Form 8-K filed on August 13, 2014.

A copy of the opinion of Weil, Gotshal & Manges LLP, relating to the validity of the Notes, is incorporated by reference into the Registration Statement and is filed as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

<b>Number</b>	<b>Description</b>
4.1	Second Supplemental Indenture, dated as of February 2, 2015, between Synchrony Financial and The Bank of New York Mellon, as Trustee.
4.2	Form of 2.700% Senior Notes due 2020 (included in Exhibit 4.1 hereto)
4.3	Form of Floating Rate Senior Notes due 2020 (included in Exhibit 4.1 hereto)
5.1	Opinion of Weil, Gotshal & Manges LLP, dated February 2, 2015.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1 hereto).

**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: February 2, 2015

By: /s/ Jonathan S. Mothner

Name: Jonathan S. Mothner

Title: Executive Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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