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Synchrony Fi	inancial							
January 04, 2	2017							
FORM	4 UNITED S	GE COMMISSION	OMB AF OMB Number:	PROVAL 3235-0287				
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	6. Filed purs Section 17(a	suant to Section 1 a) of the Public Ut	GES IN BENEFICIAL (SECURITIES 6(a) of the Securities Excl ility Holding Company A vestment Company Act of	Expires: January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type R	Responses)							
1. Name and A GUTHRIE F	ddress of Reporting F ROY A	Symbol	Name and Ticker or Trading	Issuer				
(Last)	(First) (M	(iddle) 3. Date of	Earliest Transaction	Check	(Check all applicable)			
C/O SYNCH FINANCIAI ROAD	HRONY L, 777 LONG RII	(Month/D 12/31/20 DGE	-	X_ Director Officer (give ti below)	itle 10% Othe below)	Owner r (specify		
STAMFORI	(Street) D, CT 06902	4. If Ame Filed(Mor	Applicable Line) _X_ Form filed by Or Form filed by Mo	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
		(7:)		Person				
(City)			e I - Non-Derivative Securities			•		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(A) or	(D) Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	12/31/2016		Δ 931 (1) Δ \$		D			
Common Stock				10,000	I	See footnote (2)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director **GUTHRIE ROY A** C/O SYNCHRONY FINANCIAL X 777 LONG RIDGE ROAD STAMFORD, CT 06902 Signatures /s/ Danielle Do, as attorney 01/04/2017 in fact **Signature of Reporting Person Date **Explanation of Responses:** *

- If the form is filed by more than one reporting person, see Instruction 4(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).
- Represents restricted stock units that will vest in full on December 31, 2019. Each restricted stock unit represents a contingent right to (1)receive one share of Synchrony Financial common stock.

Mr. Guthrie is the Investment Manager of Guthrie 2012 Investments LP, which owns 10,000 shares of common stock. Mr. Guthrie (2) disclaims beneficial ownership of the shares of common stock held by Guthrie 2012 Investments LP, except to the extent of his direct pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.