

Synchrony Financial  
Form 8-A12B  
July 22, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**SYNCHRONY FINANCIAL**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**51-0483352**  
**(I.R.S. employer identification no.)**

**777 Long Ridge Road**

**Stamford, Connecticut**  
**(Address of Principal Executive Offices)**

**06902**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.001 per share</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-194528**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Common Stock, par value \$0.001 per share (the "Common Stock"), of Synchrony Financial, a Delaware corporation (the "Registrant"), is set forth under the caption "Description of Capital Stock" in the prospectus constituting a part of the Registrant's Registration Statement on Form S-1 (Registration No. 333-194528), initially filed with the Securities and Exchange Commission on March 13, 2014, as amended by any amendments to such Registration Statement, which description is incorporated herein by reference. The description of the Common Stock included in any form of prospectus subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 22, 2014

**SYNCHRONY FINANCIAL**

By: /s/ Jonathan S. Mothner

Name: Jonathan S. Mothner

Executive Vice President, General Counsel and

Title: Secretary