

Synchrony Financial  
Form 8-K  
November 01, 2016

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  
October 27, 2016  
Date of Report  
(Date of earliest event reported)

SYNCHRONY FINANCIAL  
(Exact name of registrant as specified in its charter)

Delaware                      001-36560      51-0483352  
(State or other jurisdiction   (Commission (I.R.S. Employer  
of incorporation)            File Number) Identification No.)

777 Long Ridge Road, Stamford, Connecticut 06902  
(Address of principal executive offices)            (Zip Code)  
(203) 585-2400

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 27, 2016, the board of directors (the “Board”) of Synchrony Financial (the “Company”) amended the Company’s bylaws (the “Amended and Restated Bylaws”) to implement a proxy access bylaw. Section 1.12 of the Amended and Restated Bylaws permits a stockholder, or a group of no more than 20 stockholders, owning 3% or more of the voting power of the outstanding common stock of the Company continuously for at least three years to nominate and include in the Company’s proxy materials directors constituting up to 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified therein.

The foregoing description of the changes effected by the Amended and Restated Bylaws is qualified by reference to the Amended and Restated Bylaws, which are filed as Exhibit 3.1 to this current report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished as part of this report:

Number Description

3.1 Amended and Restated Bylaws of Synchrony Financial, adopted on October 27, 2016

---

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: November 1, 2016    By:    /s/ Jonathan Mothner  
Name: Jonathan Mothner  
Title: Executive Vice President, General Counsel and Secretary

---

EXHIBIT INDEX

Number Description

3.1 Amended and Restated Bylaws of Synchrony Financial, adopted on October 27, 2016