

Synchrony Financial  
Form DEFA14A  
April 04, 2017

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

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 18, 2017.**

**SYNCHRONY FINANCIAL**

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** March 23, 2017  
**Date:** May 18, 2017 **Time:** 11:00 A.M., Eastern  
Time  
**Location:** Meeting live via the Internet-please visit

[www.virtualshareholdermeeting.com/SYF2017](http://www.virtualshareholdermeeting.com/SYF2017)

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit

[www.virtualshareholdermeeting.com/SYF2017](http://www.virtualshareholdermeeting.com/SYF2017) and be sure to have the information that is printed in the box marked by the arrow (located on the following page).

*SYNCHRONY FINANCIAL*

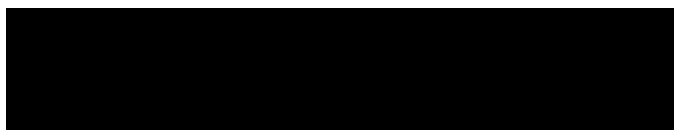
*777 LONG RIDGE ROAD*

*STAMFORD, CT 06902*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com), scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**

*How to Access the Proxy Materials*

**Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL REPORT

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan the QR Barcode below.

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:*      [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE:*    1-800-579-1639
- 3) *BY E-MAIL\*:*      [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 4, 2017 to facilitate timely delivery.

**How To Vote**

*Please Choose One of the Following Voting Methods*

**Vote By Internet:**

*Before The Meeting:*

Go to [www.proxyvote.com](http://www.proxyvote.com) or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

*During The Meeting:*

Go to [www.virtualshareholdermeeting.com/SYF2017](http://www.virtualshareholdermeeting.com/SYF2017). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Vote By Telephone:** You can vote by telephone by requesting a paper copy of the materials, which will include a proxy card that will provide instructions on how to vote via telephone.

**Voting Items**

**The Board of Directors recommends a vote FOR all nominees and FOR Items 2, 3 and 4.**

1. Election of Directors

2. Advisory Vote to Approve Named Executive Officer Compensation

**Nominees:**

1a. Margaret M. Keane

3. Approve the Adoption of the Amendment to the Synchrony Financial 2014 Long-Term Incentive Plan and Re-Approval of Performance Measures

1b. Paget L. Alves

4. Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2017

1c. Arthur W. Coviello, Jr.

**NOTE:** Any other matters that may properly come before the meeting or any adjournments or postponements of the meeting.

1d. William W. Graylin

1e. Roy A. Guthrie

1f. Richard C. Hartnack

1g. Jeffrey G. Naylor

1h. Laurel J. Richie

1i. Olympia J. Snowe





