

Casellas Alberto
Form 3
January 10, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Casellas Alberto
 (Last) (First) (Middle)
 777 LONG RIDGE ROAD, C/O CORPORATE SECRETARY
 (Street)
 STAMFORD, CT 06902
 (City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/01/2019

3. Issuer Name and Ticker or Trading Symbol
 Synchrony Financial [SYF]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer Other
 (give title below) (specify below)
 See remarks

5. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	36,477 ⁽¹⁾	D	À

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	07/31/2024	Common Stock	60,292	\$ 23	D	Â
Employee Stock Option (right to buy)	Â (3)	09/17/2024	Common Stock	3,774	\$ 24.55	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2025	Common Stock	6,632	\$ 30.41	D	Â
Employee Stock Option (right to buy)	Â (5)	04/01/2026	Common Stock	8,964	\$ 29.33	D	Â
Employee Stock Option (right to buy)	Â (6)	04/01/2027	Common Stock	11,588	\$ 34.3	D	Â
Employee Stock Option (right to buy)	Â (7)	04/01/2028	Common Stock	10,911	\$ 33.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casellas Alberto 777 LONG RIDGE ROAD C/O CORPORATE SECRETARY STAMFORD,Â CTÂ 06902	Â	Â	Â See remarks	Â

Signatures

/s/ Danielle Do as attorney in fact	01/10/2019
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - (1) Represents 20,141 shares of Synchrony Financial ("Company") common stock and 16,336 restricted stock units that will vest in five equal annual installments of 20% each, beginning on the first anniversary of the applicable grant date. Each restricted stock unit represents a contingent right to receive one share of Company common stock.
 - (2) The reporting person was awarded 60,292 employee stock options on July 31, 2014, which vested in full on the fourth anniversary of the grant date.
 - (3) The reporting person was awarded 3,774 employee stock options on September 17, 2014, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
 - (4) The reporting person was awarded 6,632 employee stock options on April 1, 2015, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
 - (5) The reporting person was awarded 8,964 employee stock options on April 1, 2016, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

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- (6) The reporting person was awarded 11,588 employee stock options on April 1, 2017, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.
- (7) The reporting person was awarded 10,911 employee stock options on April 1, 2018, which vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date.

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Remarks:

Executive Vice President and Chief Executive Officer - CareCredit Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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