

GENERAL ELECTRIC CO  
Form 425  
November 17, 2015

**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**

**November 17, 2015**

**Date of Report**

**(Date of earliest event reported)**

**SYNCHRONY FINANCIAL**

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

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

**001-36560**  
**(Commission)**

**51-0483352**  
**(I.R.S. Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**777 Long Ridge Road, Stamford, Connecticut**  
**(Address of principal executive offices)**

**(203) 585-2400**

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

**(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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) On November 17, 2015, General Electric Company ( GE ) announced the completion of its offer to exchange shares of GE common stock for all of the common stock of Synchrony Financial (the Company ) owned by GE (the Exchange Offer ). Following the Exchange Offer, GE no longer owns any shares of the Company s common stock. Accordingly, effective on November 17, 2015, GE s designees on the Company s Board of Directors (the Board ), William H. Cary, Daniel O. Colao, Alexander Dimitrief, Thomas C. Gentile and Anne Kennelly Kratky (together, the GE Designees ), resigned from the Board and the Board committees on which they served. Mr. Cary was formerly the Chair of the Management Development and Compensation Committee; Mr. Dimitrief was formerly a member of the Nominating and Corporate Governance Committee; and Ms. Kratky was formerly a member of the Risk Committee. The GE Designees decisions to resign did not involve any disagreement with the Company, the Company s management or the Board.
- (d) On November 17, 2015, the Board, based on the recommendations of its Nominating and Corporate Governance Committee, elected Paget L. Alves, Arthur W. Coviello, Jr., William W. Graylin, Laurel J. Richie and Olympia J. Snowe (together, the New Directors ) as directors of the Company to fill the vacancies created by the resignations of the GE Designees. Senator Snowe has served as a non-voting observer to the Board since January 2015, and the other New Directors have served as non-voting observers to the Board since July 2015, all with the expectation that they would join the Board as independent directors following the completion of the Exchange Offer. As Board observers, they received an annual salary of \$160,000 payable quarterly and were reimbursed for their reasonable travel and other expenses in accordance with the Company s expense reimbursement policy. In addition, the Board, based on the recommendations of its Nominating and Corporate Governance Committee, approved the following Board committee appointments:

Mr. Alves as a member of each of the Audit Committee and the Management Development and Compensation Committee;

Mr. Coviello, Jr. and Mr. Graylin as members of the Risk Committee;

Ms. Richie as a member of each of the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee;

Senator Snowe as a member and the chair of the Nominating and Corporate Governance Committee and as a member of the Audit Committee; and

Richard C. Hartnack as the chair of the Management Development and Compensation Committee. The New Directors will participate in the same compensation program as each of the Company s other independent, non-management directors. Under the program, each New Director will receive annual compensation of \$160,000, of which \$50,000 will be paid in cash and \$110,000 will be paid in Company restricted stock units. Separately, for each Board committee meeting attended, a New Director will receive \$2,000 in cash. Senator Snowe and Mr. Hartnack will each receive an additional \$20,000 in annual cash compensation as the chair of the Nominating and Corporate

Governance Committee and the chair of the Management Development and Compensation Committee, respectively.

In connection with joining the Board, each of the New Directors entered into the Company's standard form of indemnification agreement. The indemnification agreement provides the New Directors with contractual rights to indemnification and expense advancement rights under the Company's bylaws, as well as contractual rights to additional indemnification as provided in the indemnification agreement. The form of indemnification agreement was previously filed with the Securities and Exchange Commission on August 1, 2014 as Exhibit 10.89 of Amendment No. 1 to the Company's Registration Statement on Form S-1 (333-197244).

**Item 8.01 Other Events.**

A copy of the press release announcing the completion of the Exchange Offer is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press Release issued by the Company, dated November 17, 2015

## 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 17, 2015

By: /s/ Jonathan Mothner

Name: Jonathan Mothner

Title: Executive Vice President, General Counsel and  
Secretary

ly:CG Times (W1); font-size:8.5pt" align=justify>**Information and Document required to be Furnished,**

Subject to General Instruction D herein, an issuer furnishing a report on this form shall furnish whatever information, not required to be furnished on Form 40-F or previously furnished, such issuer (I) makes or is required to make public pursuant to the law of the jurisdiction of its domicile or in which it is incorporated or organized, or (ii) files or is required to file with a stock exchange on which its securities are traded and which was ;made public by that exchange, or (iii) distributes or is required to distribute to its security holders.

The information required to be furnished pursuant to (I), (ii) or (iii) above is that which is material with respect to the issuer and its subsidiaries concerning: changes in business; changes in management or control; acquisitions or dispositions of assets; bankruptcy or receivership; changes in registrant s certifying accountants; the financial condition and results of operations; material legal proceedings; changes in securities or in the security for registered securities; defaults upon senior securities; material increases or decreases in the amount outstanding of securities or indebtedness; the results of the sub-mission of matters to a vote of security holders; transactions with directors, officers or principal security holders; the granting of options or payment of other compensation to directors or officers; and any other information which the registrant deems of material importance to security holders.

This report is required to be furnished promptly after the material contained in the report is made public as described above. The information and documents furnished in this report shall not be deemed to be filed for the purpose of Section 18 of the Act or otherwise subject to the liabilities of that section.

If a report furnished on this form incorporates by reference any information not previously filed with the Commission, such information must be attached as an exhibit and furnished with the form.

C.

**Preparation and Filing of Report**

This report shall consist of a cover page, the document or report furnished by the issuer, and a signature page. Eight complete copies of each report on this form shall be deposited with the Commission. At least one complete copy shall be filed with each United States stock exchange on which any security of the registrant is listed and registered under Section 12(b) of the Act. At least one of the copies deposited with the Commission and one filed with each such exchange shall be manually signed. Unsigned copies shall be conformed.

**D.**

**Translations of Papers and Documents into English**

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Reference is made to Rule 12b-12(d) [17 CFR 240.12b-12(d)]. Information required to be furnished pursuant to General Instruction B in the form of press releases and all communications or materials distributed directly to security holders of each class of securities to which any reporting obligation under Section 13(a) or 15(d) of the Act relates shall be in the English language. English versions or adequate summaries in the English language of such materials may be furnished in lieu of original English translations.

Notwithstanding General Instruction B, no other documents or reports, including prospectuses or offering circulars relating to entirely foreign offerings, need be furnished unless the issuer otherwise has prepared or caused to be prepared English translations, English versions or summaries in English thereof. If no such English translations, versions or summary have been prepared, it will be sufficient to provide a brief description in English of any such documents or reports. In no event are copies of original language documents or reports required to be furnished.