

QUINDLEN THOMAS M
Form 4
April 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
QUINDLEN THOMAS M

(Last) (First) (Middle)

C/O SYNCHRONY
FINANCIAL, 777 LONG RIDGE
ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
See remarks

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	04/01/2018		A	(1)	\$ 14,986 33.53	179,010	D
Common Stock	04/01/2018		F	(2)	\$ 4,601 33.53	174,409	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.53	04/01/2018		A	28,070	⁽³⁾ 04/01/2028	Common Stock 28,070

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUINDLEN THOMAS M C/O SYNCHRONY FINANCIAL 777 LONG RIDGE ROAD STAMFORD, CT 06902			See remarks	

Signatures

/s/ Danielle Do, as attorney in fact
04/03/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 restricted stock units that will vest in five equal annual installments of 20% each, beginning on the first anniversary of the grant date. Each restricted stock unit represents a contingent right to receive one share of Synchrony Financial (the "Company") common stock.
 - (2) Reflects the number of shares of Company common stock withheld by the Company to pay the tax liability of the reporting person in connection with the vesting of restricted stock units.
 - (3) The reporting person was awarded 28,070 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.

Remarks:

Executive Vice President and Chief Executive Officer-Retail Card

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number, incorporated by reference into the Registration Statement.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	<u>Description</u>
4.1	Certificate of Designation, Preferences and Rights of Series A Convertible Participating Preference Shares of Invesco Ltd., dated May 26, 2010.
5.1	Opinion of Appleby, dated June 2, 2010.
10.1	Transaction Agreement, dated as of October 19, 2009, between Morgan Stanley and Invesco Ltd., incorporated by reference to Exhibit 10.1 to Invesco's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, filed with the Securities and Exchange Commission on October 30, 2009.
10.2	Amendment to Transaction Agreement, dated as of May 28, 2010, incorporated by reference to Exhibit 10.2 to Invesco's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 2, 2010.
12.1	Calculation of Ratio of Earnings to Fixed Charges and Preference Dividends.
23.1	Consent of Appleby (included in Exhibit 5.1).

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.

Invesco Ltd.

By: /s/ Kevin M. Carome
Kevin M. Carome
Senior Managing Director and
General Counsel

Date: June 2, 2010

Exhibit Index

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