

Pricing Term Sheet
Dated July 30, 2024

Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-266264
Supplementing the Preliminary
Prospectus Supplement dated July 30, 2024
(To the Prospectus dated July 21, 2022)



\$750,000,000 5.935% Fixed-to-Floating Rate Senior Notes due 2030 (the “Notes”)
(the “Offering”)

The information in this pricing term sheet relates to the Offering of SYNCHRONY FINANCIAL (the “Issuer”), and should be read together with the preliminary prospectus supplement dated July 30, 2024 relating to the Offering, and the accompanying prospectus dated July 21, 2022 included in the Issuer’s Registration Statement on Form S-3 (File No. 333-266264) (as supplemented by such preliminary prospectus supplement, the “Preliminary Prospectus”).

The information in this pricing term sheet supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in the Preliminary Prospectus. Terms used but not defined herein have the meanings given in the Preliminary Prospectus.

Issuer:	SYNCHRONY FINANCIAL
Title of Securities:	5.935% Fixed-to-Floating Rate Senior Notes due 2030
Expected Ratings*:	BBB-/BBB- (S&P/Fitch)
Ranking:	Senior Unsecured
Maturity Date:	August 2, 2030
Principal Amount:	\$750,000,000
Price to Public:	100.000% of the principal amount
Net Proceeds to Issuer (before estimated offering expenses):	\$746,250,000
Fixed Rate Period:	From, and including, August 2, 2024 to, but excluding, August 2, 2029.
Floating Rate Period:	From, and including, August 2, 2029 to, but excluding, the maturity date.
Coupon:	<i>Fixed Rate Period:</i> 5.935% per annum. <i>Floating Rate Period:</i> Compounded SOFR, determined as set forth under “Description of Notes—Interest—Floating Rate Period” in the preliminary prospectus supplement, plus 213 basis points.

Treasury Benchmark:	4.000% due July 31, 2029
Treasury Benchmark Price:	99-27
Treasury Benchmark Yield:	4.035%
Spread to Treasury Benchmark:	+190 basis points
Yield to Maturity:	5.935%
Day Count Convention:	<i>Fixed Rate Period:</i> 30/360 <i>Floating Rate Period:</i> Actual/360
Interest Payment Dates:	<i>Fixed Rate Period:</i> Semi-annually, in arrears, on August 2 and February 2 of each year, beginning on February 2, 2025, and ending on August 2, 2029. <i>Floating Rate Period:</i> Quarterly, in arrears, on November 2, 2029, February 2, 2030, May 2, 2030, and at the maturity date.
Optional Redemption:	<p>The Notes will be redeemable at the Issuer's option, in whole or in part, at any time and from time to time, on or after January 29, 2025 (180 days from August 2, 2024) (or, if additional Notes are issued thereafter, beginning 180 days after the issue date of such additional Notes), and prior to August 2, 2029 (the date that is one year prior to the maturity date), at a redemption price (expressed as a percentage of the principal amount and rounded to three decimal places) equal to the greater of:</p> <p>(a) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed, discounted to the redemption date (assuming that the Notes to be redeemed matured on August 2, 2029 (the date that is one year prior to the maturity date)) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the preliminary prospectus supplement) plus 30 basis points less (b) interest accrued on the Notes to be redeemed to the date of redemption; and</p> <p>100% of the principal amount of the Notes to be redeemed,</p> <p>plus, in either case, accrued and unpaid interest thereon, if any, to, but excluding, the redemption date.</p> <p>In addition, the Issuer may, at its option, redeem the Notes (i) in whole but not in part on August 2, 2029 (the date that is one year prior to the maturity date) or (ii) in whole or in part, at any time and from time to time, on or after July 3, 2030 (the date that is 30 days prior to the maturity date), in each case at a redemption price equal to 100% of the aggregate principal amount of the Notes being redeemed, plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date.</p> <p>The Notes will not be subject to repayment at the option of the holder at any time prior to maturity.</p>
CUSIP / ISIN:	87165B AV5/US87165BAV53

Format:	SEC Registered
Denominations:	Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof
Method of Settlement:	DTC
Trade Date:	July 30, 2024
Settlement Date**:	August 2, 2024 (T+3)
Joint Book-Running Managers:	Barclays Capital Inc. BofA Securities, Inc. Mizuho Securities USA LLC
Co-Managers:	Academy Securities, Inc. Blaylock Van, LLC CastleOak Securities, L.P. Mischler Financial Group, Inc. R. Seelaus & Co., LLC Samuel A. Ramirez & Company, Inc. Siebert Williams Shank & Co., LLC

***A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

****It is expected that delivery of the Notes will be made against payment therefor on or about August 2, 2024, which will be the third business day after the date of the prospectus supplement. Under Rule 15c6-1 of the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in one business day, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Notes on the date of the prospectus supplement will be required, by virtue of the fact that the Notes will settle in three business days, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. Such purchasers should consult their own advisors in this regard.**

It is anticipated, that the notes will be issued without original issue discount for U.S. federal income tax purposes. In such case, interest on a note will be includable by a U.S. holder as interest income at the time it accrues or is received in accordance with its method of accounting for U.S. federal income tax purposes and will be ordinary income.

The Issuer has filed a registration statement (including a prospectus) and a preliminary prospectus supplement dated July 30, 2024 with the SEC for the Offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and the accompanying prospectus in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this Offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, copies of the preliminary prospectus supplement related to the Offering and the accompanying prospectus may be obtained by contacting: (i) Barclays Capital Inc. toll free at 1-888-603-5847, (ii) BofA Securities, Inc. toll free at 1-800-294-1322, or (iii) Mizuho Securities USA LLC toll free at 1-866-271-7403.

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