



Synchrony Financial

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### Certain Defined Terms

Except as the context may otherwise require in this report, references to:

“we,” “us,” “our” and the “Company” are to SYNCHRONY FINANCIAL and its subsidiaries;

“Synchrony” are to SYNCHRONY FINANCIAL only;

“GE” are to General Electric Company and its subsidiaries;

“GECC” are to General Electric Capital Corporation (a subsidiary of GE) and its subsidiaries;

the “Bank” are to Synchrony Bank (a subsidiary of Synchrony);

the “Bank Term Loan” are to the term loan agreement, dated as of July 30, 2014, among Synchrony, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders from time to time party thereto, as amended;

the “GECC Term Loan” are to the term loan agreement, dated as of July 30, 2014, among Synchrony, as borrower, GECC, as administrative agent, and the other Lenders party thereto, as amended;

“FICO” score are to a credit score developed by Fair Isaac & Co., which is widely used as a means of evaluating the likelihood that credit users will pay their obligations; and

“EMV” are to new security technology that utilizes embedded security chips in our credit cards.

For a description of certain other terms we use, including “active account” and “purchase volume,” see the notes to “Item 7. Management’s Discussion and Analysis—Other Financial and Statistical Data” in our Annual Report on Form 10-K for the year ended December 31, 2015 (our “2015 Form 10-K”). There is no standard industry definition for many of these terms, and other companies may define them differently than we do.

We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which, in our business and in this report, we refer to as our “partners.” The terms of the programs all require cooperative efforts between us and our partners of varying natures and degrees to establish and operate the programs. Our use of the term “partners” to refer to these entities is not intended to, and does not, describe our legal relationship with them, imply that a legal partnership or other relationship exists between the parties or create any legal partnership or other relationship. The “average length of our relationship” with respect to a specified partner, group of partners or programs is measured on a weighted average basis by interest and fees on loans for the year ended December 31, 2015 for those partners or for all partners participating in a program, based on the date each partner relationship or program, as applicable, started.

Unless otherwise indicated, references to “loan receivables” do not include loan receivables held for sale.

“Synchrony” and its logos and other trademarks referred to in this report, including, CareCredit®, Quickscreen®, Dual Card™ and eQuickscreen™ belong to us. Solely for convenience, we refer to our trademarks in this report without the ™ and ® symbols, but such references are not intended to indicate that we will not assert, to the fullest extent under applicable law, our rights to our trademarks. Other service marks, trademarks and trade names referred to in this report are the property of their respective owners.

On our website at [www.synchronyfinancial.com](http://www.synchronyfinancial.com), we make available under the “Investors-SEC Filings” menu selection, free of charge, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such reports or amendments are electronically filed with, or furnished to, the SEC. Materials that we file or furnish to the SEC may also be read and copied at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information that we file electronically with the SEC.

**Cautionary Note Regarding Forward-Looking Statements:**

Various statements in this Quarterly Report on Form 10-Q may contain “forward-looking statements” as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which are subject to the “safe harbor” created by those sections. Forward-looking statements may be identified by words such as “expects,” “intends,” “anticipates,” “plans,” “believes,” “seeks,” “targets,” “out,” “estimates,” “will,” “should,” “may” or words of similar meaning, but these words are not the exclusive means of identifying forward-looking statements.

Forward-looking statements are based on management’s current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially from those indicated in these forward-looking statements. Factors that could cause actual results to differ materially include global political, economic, business, competitive, market, regulatory and other factors and risks, such as: the impact of macroeconomic conditions and whether industry trends we have identified develop as anticipated; retaining existing partners and attracting new partners, concentration of our revenue in a small number of Retail Card partners, promotion and support of our products by our partners, and financial performance of our partners; higher borrowing costs and adverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings; our ability to securitize our loans, occurrence of an early amortization of our securitization facilities, loss of the right to service or subservice our securitized loans, and lower payment rates on our securitized loans; our ability to grow our deposits in the future; changes in market interest rates and the impact of any margin compression; effectiveness of our risk management processes and procedures, reliance on models which may be inaccurate or misinterpreted, our ability to manage our credit risk, the sufficiency of our allowance for loan losses and the accuracy of the assumptions or estimates used in preparing our financial statements; our ability to offset increases in our costs in retailer share arrangements; competition in the consumer finance industry; our concentration in the U.S. consumer credit market; our ability to successfully develop and commercialize new or enhanced products and services; our ability to realize the value of strategic investments; reductions in interchange fees; fraudulent activity; cyber-attacks or other security breaches; failure of third parties to provide various services that are important to our operations; our transition to a replacement third-party vendor to manage the technology platform for our online retail deposits; disruptions in the operations of our computer systems and data centers; international risks and compliance and regulatory risks and costs associated with international operations; alleged infringement of intellectual property rights of others and our ability to protect our intellectual property; litigation and regulatory actions; damage to our reputation; our ability to attract, retain and motivate key officers and employees; tax legislation initiatives or challenges to our tax positions and state sales tax rules and regulations; a material indemnification obligation to GE under the tax sharing and separation agreement with GE (the “TSSA”) if we cause the split-off from GE or certain preliminary transactions to fail to qualify for tax-free treatment or in the case of certain significant transfers of our stock following the split-off; obligations associated with being an independent public company; regulation, supervision, examination and enforcement of our business by governmental authorities, the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) and the impact of the Consumer Financial Protection Bureau's (the “CFPB”) regulation of our business; changes to our methods of offering our CareCredit products; impact of capital adequacy rules and liquidity requirements; restrictions that limit our ability to pay dividends and repurchase our common stock, and restrictions that limit Synchrony Bank’s ability to pay dividends to us; regulations relating to privacy, information security and data protection; use of third-party vendors and ongoing third-party business relationships; and failure to comply with anti-money laundering and anti-terrorism financing laws.

For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this report and in our public filings, including under the heading “Risk Factors” in our 2015 Form 10-K. You should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties, or potentially inaccurate assumptions that could cause our current expectations or beliefs to change. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to

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reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by the federal securities laws.

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PART I. FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this quarterly report and in our 2015 Form 10-K. The discussion below contains forward-looking statements that are based upon current expectations and are subject to uncertainty and changes in circumstances. Actual results may differ materially from these expectations. See "Cautionary Note Regarding Forward-Looking Statements."

Introduction and Business Overview

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We are one of the premier consumer financial services companies in the United States. We provide a range of credit products through programs we have established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers, which we refer to as our "partners." For the three and nine months ended September 30, 2016, we financed \$31.6 billion and \$90.1 billion of purchase volume and had 66.6 million and 66.2 million average active accounts, respectively, and at September 30, 2016, we had \$70.6 billion of loan receivables. For the three and nine months ended September 30, 2016, we had net earnings of \$604 million and \$1,675 million, respectively, representing a return on assets of 2.8% and 2.7%, respectively.

We offer our credit products primarily through our wholly-owned subsidiary, the Bank. Through the Bank, we offer, directly to retail and commercial customers, a range of deposit products insured by the Federal Deposit Insurance Corporation ("FDIC"), including certificates of deposit, individual retirement accounts ("IRAs"), money market accounts and savings accounts. We also take deposits at the Bank through third-party securities brokerage firms that offer our FDIC-insured deposit products to their customers. We have expanded and continue to expand our online direct banking operations to increase our deposit base as a source of stable and diversified low cost funding for our credit activities. At September 30, 2016 we had \$49.8 billion in deposits, which represented 71% of our total funding sources.

In November 2015, Synchrony Financial became a stand-alone savings and loan holding company following the completion of GE's exchange offer, in which GE exchanged shares of GE common stock for all of the shares of our common stock it owned (the "Separation").

Our Sales Platforms

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We conduct our operations through a single business segment. Our revenue activities are managed for the business as a whole. Substantially all of our operations are within the United States. We offer our credit products through three sales platforms (Retail Card, Payment Solutions and CareCredit). Those platforms are organized by the types of products we offer and the partners we work with, and are measured on interest and fees on loans, loan receivables, new accounts and other sales metrics.

#### Retail Card

Retail Card is a leading provider of private label credit cards, and also provides Dual Cards and small and medium-sized business credit products. Our patented Dual Cards are credit cards that function as private label credit cards when used to purchase goods and services from our partners and as general purpose credit cards when used elsewhere. We offer one or more of these products primarily through 25 national and regional retailers with which we have ongoing program agreements. The average length of our relationships with these Retail Card partners is 19 years. Retail Card's revenue primarily consists of interest and fees on our loan receivables. Other income earned by the Retail Card sales platform primarily consists of interchange fees earned on Dual Card transactions (when the card is used outside of our partners' sales channels) and fees paid to us by customers who purchase our debt cancellation products, less loyalty program payments. In addition, the Retail Card sales platform includes the majority of our retailer share arrangements, which generally provide for payment to our partner if the economic performance of the program exceeds a contractually-defined threshold. Substantially all of the credit extended in this platform is on standard terms.

#### Payment Solutions

Payment Solutions is a leading provider of promotional financing for major consumer purchases, offering private label credit cards and installment loans. Payment Solutions offers these products through participating partners consisting of national and regional retailers, local merchants, manufacturers, buying groups and industry associations. Substantially all of the credit extended in Payment Solutions is promotional financing. Payment Solutions' revenue primarily consists of interest and fees on our loan receivables, including "merchant discounts," which are fees paid to us by our partners in almost all cases to compensate us for all or part of foregone interest revenue associated with promotional financing.

#### CareCredit

CareCredit is a leading provider of promotional financing to consumers for elective healthcare procedures, products or services, such as dental, veterinary, cosmetic, vision and audiology. CareCredit offers financing through a CareCredit-branded private label credit card that may be used across our network of CareCredit providers in which the vast majority are individual or small groups of independent healthcare providers. Substantially all of the credit extended in this platform is promotional financing. CareCredit's revenue primarily consists of interest and fees on our loan receivables and from merchant discounts. We also process general purpose card transactions for some providers as their acquiring bank within most of the credit card network associations, for which we obtain an interchange fee.

## Our Credit Products

Through our platforms, we offer three principal types of credit products: credit cards, commercial credit products and consumer installment loans. We also offer a debt cancellation product.

The following table sets forth each credit product by type and indicates the percentage of our total loan receivables that are under standard terms only or pursuant to a promotional financing offer at September 30, 2016.

Credit Product	Standard Terms Only	Promotional Offer		Total
		Deferred Interest	Other Promotional	
Credit cards	65.9 %	17.0%	13.1 %	96.0 %
Commercial credit products	2.0	—	—	2.0
Consumer installment loans	—	—	1.9	1.9
Other	0.1	—	—	0.1
Total	68.0 %	17.0%	15.0 %	100.0%

### Credit Cards

We offer two principal types of credit cards: private label credit cards and Dual Cards:

**Private label credit cards.** Private label credit cards are partner-branded credit cards (e.g., Lowe's or Amazon) or program-branded credit cards (e.g., CarCareONE or CareCredit) that are used primarily for the purchase of goods and services from the partner or within the program network. In addition, in some cases, cardholders may be permitted to access their credit card accounts for cash advances. In Retail Card, credit under our private label credit cards typically is extended on standard terms only, and in Payment Solutions and CareCredit, credit under our private label credit cards typically is extended pursuant to a promotional financing offer.

**Dual Cards.** Our patented Dual Cards are co-branded general purpose credit cards that function as private label credit cards when used to purchase goods and services from our partners and as general purpose credit cards when used elsewhere. Credit extended under our Dual Cards typically is extended under standard terms only. Currently, only our Retail Card platform offers Dual Cards. We offer Dual Cards or co-branded credit cards through 17 of our 25 ongoing Retail Card programs.

### Commercial Credit Products

We offer private label cards and Dual Cards for commercial customers that are similar to our consumer offerings. We also offer a commercial pay-in-full accounts receivable product to a wide range of business customers. We offer commercial credit products primarily through our Retail Card platform to the commercial customers of our Retail Card partners.

### Installment Loans

In Payment Solutions, we originate installment loans to consumers (and a limited number of commercial customers) in the United States, primarily in the power product market (motorcycles, ATVs and lawn and garden). Installment loans are closed-end credit accounts where the customer pays down the outstanding balance in installments. Installment loans are assessed periodic finance charges using fixed interest rates.

## Business Trends and Conditions

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We believe our business and results of operations will be impacted in the future by various trends and conditions, including the following:

- Growth in loan receivables and interest income
- Extended duration of our Retail Card program agreements
- Increases in retailer share arrangement payments and other expense under extended program agreements
- Growth in interchange revenues and loyalty program costs
- Impact of regulatory developments

**Capital and liquidity levels;** We continue to expect to maintain sufficient capital and liquidity resources to support our daily operations, our business growth, and our credit ratings as well as regulatory and compliance requirements in a cost effective and prudent manner through expected and unexpected market environments. As discussed in our 2015 Form 10-K, our Board of Directors (the "Board") intended to establish both dividend and share repurchase programs, and accordingly, on July 7, 2016, they approved a \$0.13 per share quarterly common stock dividend as well as a share repurchase program of up to \$952 million for the four quarters ending June 30, 2017. Our Board also declared our first quarterly cash dividend of \$0.13 per share, which was paid on August 25, 2016. During the three months ended September 30, 2016, we repurchased \$238 million of our outstanding common stock. While these programs have now been established, we continue to expect to maintain capital ratios well in excess of minimum regulatory requirements. **Stable asset quality;** During 2016 our actual net charge-off rates have remained relatively stable, increasing slightly by 14 basis points to 4.51% for the nine months ended September 30, 2016, compared to 4.37% for the nine months ended September 30, 2015. The assessment of our credit profile includes the evaluation of portfolio mix, account maturation, as well as broader consumer trends, such as payment behavior and overall indebtedness. During 2016, these factors have contributed to an increase in our delinquent accounts and our forecasted net charge-off rate over the next twelve months. Accordingly, we also experienced a corresponding increase in our allowance coverage ratio, as we reserved for these forecasted losses inherent in our loan portfolio.

For a further discussion of these trends and conditions, see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Business Trends and Conditions" in our 2015 Form 10-K. For a discussion of how these trends and conditions impacted the three and nine months ended September 30, 2016, see "—Results of Operations." **Seasonality**

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In our Retail Card and Payment Solutions platforms, we experience fluctuations in transaction volumes and the level of loan receivables as a result of higher seasonal consumer spending and payment patterns that typically result in an increase of loan receivables from August through a peak in late December, with reductions in loan receivables occurring over the first and second quarters of the following year as customers pay their balances down. The seasonal impact to transaction volumes and the loan receivables balance typically results in fluctuations in our results of operations, delinquency metrics and the allowance for loan losses as a percentage of total loan receivables between quarterly periods.

In addition to the seasonal variance in loan receivables discussed above, we also experience a seasonal increase in delinquency rates and delinquent loan receivables balances during the third and fourth quarters of each year due to lower customer payment rates resulting in higher net charge-off rates in the first and second quarters. Our delinquency rates and delinquent loan receivables balances typically decrease during the subsequent first and second quarters as customers begin to pay down their loan balances and return to current status resulting in lower net charge-off rates in the third and fourth quarters. Because customers who were delinquent during the fourth quarter of a calendar year have a higher probability of returning to current status when compared to customers who are delinquent at the end of each of our interim reporting periods, we expect that a higher proportion of delinquent accounts outstanding at an interim period end will result in charge-offs, as compared to delinquent accounts outstanding at a year end. Consistent with this historical experience, we generally experience a higher allowance for loan losses as a percentage of total loan receivables at the end of an interim period, as compared to the end of a calendar year. In addition, despite improving credit metrics such as declining past due amounts, we may experience an increase in our allowance for loan losses at an interim period end compared to the prior year end, reflecting these same seasonal trends.

#### Results of Operations

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#### Highlights for the Three and Nine Months Ended September 30, 2016

Below are highlights of our performance for the three and nine months ended September 30, 2016 compared to the three and nine months ended September 30, 2015, as applicable, except as otherwise noted.

Net earnings increased 5.2% to \$604 million for the three months ended September 30, 2016 driven by higher net interest income, partially offset by increases in provision for loan losses and other expense. Net earnings remained relatively flat at \$1,675 million for the nine months ended September 30, 2016 as higher net interest income was offset by increases in provision for loan losses and other expense and a decrease in other income.

Loan receivables increased 11.2% to \$70,644 million at September 30, 2016 compared to September 30, 2015, primarily driven by higher purchase volume and average active account growth.

Net interest income increased 12.2% to \$3,481 million and 11.4% to \$9,902 million for three and nine months ended September 30, 2016, respectively, primarily due to higher average loan receivables.

Retailer share arrangements increased 4.7% to \$757 million and 4.3% to \$2,091 million for the three and nine months ended September 30, 2016, respectively, primarily as a result of growth and improved performance of the programs in which we have retailer share arrangements, partially offset by higher provision for loan losses and loyalty costs associated with these programs.

Over-30 day loan delinquencies as a percentage of period-end loan receivables increased to 4.26% at September 30, 2016 from 4.02% at September 30, 2015, and the net charge-off rate increased 36 basis points to 4.38% and 14 basis points to 4.51% for the three and nine months ended September 30, 2016, respectively.

Provision for loan losses increased by \$284 million, or 40.5%, and \$781 million or 36.7% for the three and nine months ended September 30, 2016, respectively, due to a higher loan loss reserve build and receivable growth. Our allowance coverage ratio (allowance for loan losses as a percent of end of period loan receivables) increased to 5.82% at September 30, 2016, as compared to 5.31% at September 30, 2015.

Other expense increased by \$16 million, or 1.9%, and \$104 million or 4.3% for the three and nine months ended September 30, 2016, respectively, primarily driven by business growth, partially offset by lower marketing and other expenses, as well as EMV re-issue costs in the prior year that did not repeat.

We continue to invest in our direct banking activities to grow our deposit base. Total deposits increased 14.9% to \$49.8 billion at September 30, 2016, compared to December 31, 2015, driven primarily by growth in our direct deposits of 21.9% to \$36.2 billion, partially offset by a reduction in our brokered deposits.

During the three months ended September 30, 2016, we repurchased \$238 million of our outstanding common stock. Our Board also declared our first quarterly cash dividend of \$0.13 per share, which was paid on August 25, 2016.

New and Extended Partner Agreements during the nine months ended September 30, 2016

We extended our Retail Card program agreement with TJX Companies and Stein Mart, launched our new programs with Citgo and Marvel, announced our new partnerships with Cathay Pacific, Fareportal, Nissan and At Home, and in October 2016 launched our new program with Google Store.

We extended our Payment Solutions program agreements with hhgregg, La-Z-Boy, Nationwide Marketing Group, Ashley Homestore and Suzuki and launched our new program with Mattress Firm and The Container Store.

In our CareCredit sales platform, we renewed our endorsements with the American Dental Association, American Society of Plastic Surgeons and VCA Animal Hospitals.

#### Summary Earnings

The following table sets forth our results of operations for the periods indicated.

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Interest income	\$3,796	\$3,392	\$10,831	\$9,719
Interest expense	315	289	929	834
Net interest income	3,481	3,103	9,902	8,885
Retailer share arrangements	(757 )	(723 )	(2,091 )	(2,004 )
Net interest income, after retailer share arrangements	2,724	2,380	7,811	6,881
Provision for loan losses	986	702	2,910	2,129
Net interest income, after retailer share arrangements and provision for loan losses	1,738	1,678	4,901	4,752
Other income	84	84	259	305
Other expense	859	843	2,498	2,394
Earnings before provision for income taxes	963	919	2,662	2,663
Provision for income taxes	359	345	987	996
Net earnings	\$604	\$574	\$1,675	\$1,667

Other Financial and Statistical Data<sup>(1)</sup>

The following table sets forth certain other financial and statistical data for the periods indicated.

(\$ in millions)	At and for the		At and for the		
	Three months ended	September 30,	Nine months ended	September 30,	
	2016	2015	2016	2015	
<b>Financial Position Data (Average):</b>					
Loan receivables, including held for sale	\$69,525	\$62,504	\$67,856	\$60,946	
Total assets	\$85,021	\$77,841	\$83,416	\$75,393	
Deposits	\$48,129	\$39,197	\$46,125	\$36,830	
Borrowings	\$19,777	\$23,905	\$20,552	\$24,407	
Total equity	\$13,801	\$11,880	\$13,376	\$11,310	
<b>Selected Performance Metrics:</b>					
Purchase volume <sup>(2)</sup>	\$31,615	\$29,206	\$90,099	\$81,155	
Retail Card	\$25,285	\$23,560	\$72,246	\$65,422	
Payment Solutions	\$4,152	\$3,635	\$11,447	\$9,954	
CareCredit	\$2,178	\$2,011	\$6,406	\$5,779	
Average active accounts (in thousands) <sup>(3)</sup>	66,639	62,247	66,204	61,762	
Net interest margin <sup>(4)</sup>	16.27	% 15.97	% 15.94	% 15.81	%
Net charge-offs	\$765	\$633	\$2,292	\$1,994	
Net charge-offs as a % of average loan receivables, including held for sale	4.38	% 4.02	% 4.51	% 4.37	%
Allowance coverage ratio <sup>(5)</sup>	5.82	% 5.31	% 5.82	% 5.31	%
Return on assets <sup>(6)</sup>	2.8	% 2.9	% 2.7	% 3.0	%
Return on equity <sup>(7)</sup>	17.4	% 19.2	% 16.7	% 19.7	%
Equity to assets <sup>(8)</sup>	16.23	% 15.26	% 16.04	% 15.00	%
Other expense as a % of average loan receivables, including held for sale	4.92	% 5.35	% 4.92	% 5.25	%
Efficiency ratio <sup>(9)</sup>	30.6	% 34.2	% 31.0	% 33.3	%
Effective income tax rate	37.3	% 37.5	% 37.1	% 37.4	%
<b>Selected Period-End Data:</b>					
Loan receivables	\$70,644	\$63,520	\$70,644	\$63,520	
Allowance for loan losses	\$4,115	\$3,371	\$4,115	\$3,371	
30+ days past due as a % of period-end loan receivables <sup>(10)</sup>	4.26	% 4.02	% 4.26	% 4.02	%
90+ days past due as a % of period-end loan receivables <sup>(10)</sup>	1.89	% 1.73	% 1.89	% 1.73	%
Total active accounts (in thousands) <sup>(3)</sup>	66,781	62,831	66,781	62,831	

(1) Certain balance sheet amounts and related metrics have been updated to reflect the adoption of ASU 2015-03. See (1) “—New Accounting Standards” for a more detailed discussion.

Purchase volume, or net credit sales, represents the aggregate amount of charges incurred on credit cards or other (2) credit product accounts less returns during the period. Purchase volume includes activity related to our portfolios classified as held for sale.

(3) Active accounts represent credit card or installment loan accounts on which there has been a purchase, payment or outstanding balance in the current month.

(4) Net interest margin represents net interest income divided by average interest-earning assets.

(5) Allowance coverage ratio represents allowance for loan losses divided by total period-end loan receivables.

(6) Return on assets represents net earnings as a percentage of average total assets.

(7) Return on equity represents net earnings as a percentage of average total equity.

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(8) Equity to assets represents average equity as a percentage of average total assets.

(9) Efficiency ratio represents (i) other expense, divided by (ii) net interest income, after retailer share arrangements, plus other income.

(10) Based on customer statement-end balances extrapolated to the respective period-end date.

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Average Balance Sheet

The following tables set forth information for the periods indicated regarding average balance sheet data, which are used in the discussion of interest income, interest expense and net interest income that follows.

Three months ended September 30 (\$ in millions)	2016			2015		
	Average Balance <sup>(1)</sup>	Interest Income / Expense	Average Yield / Rate <sup>(2)</sup>	Average Balance <sup>(1)</sup>	Interest Income/ Expense	Average Yield / Rate <sup>(2)</sup>
<b>Assets</b>						
Interest-earning assets:						
Interest-earning cash and equivalents <sup>(3)</sup>	\$12,574	\$ 16	0.51 %	\$11,059	\$ 7	0.25 %
Securities available for sale	3,018	9	1.19 %	3,534	6	0.67 %
Loan receivables:						
Credit cards, including held for sale <sup>(4)</sup>	66,746	3,705	22.08 %	59,890	3,315	21.96 %
Consumer installment loans	1,331	31	9.27 %	1,160	27	9.23 %
Commercial credit products	1,390	35	10.02 %	1,400	36	10.20 %
Other	58	—	— %	54	1	NM
Total loan receivables	69,525	3,771	21.58 %	62,504	3,379	21.45 %
Total interest-earning assets	85,117	3,796	17.74 %	77,097	3,392	17.46 %
Non-interest-earning assets:						
Cash and due from banks	641			1,216		
Allowance for loan losses	(3,977 )			(3,341 )		
Other assets	3,240			2,869		
Total non-interest-earning assets	(96 )			744		
Total assets	\$85,021			\$77,841		
<b>Liabilities</b>						
Interest-bearing liabilities:						
Interest-bearing deposit accounts	\$47,926	\$ 188	1.56 %	\$39,048	\$ 159	1.62 %
Borrowings of consolidated securitization entities	12,369	63	2.03 %	13,715	54	1.56 %
Bank term loan	—	—	— %	4,878	29	2.36 %
Senior unsecured notes	7,408	64	3.44 %	5,312	47	3.51 %
Related party debt	—	—	— %	—	—	— %
Total interest-bearing liabilities	67,703	315	1.85 %	62,953	289	1.82 %
Non-interest-bearing liabilities:						
Non-interest-bearing deposit accounts	203			149		
Other liabilities	3,314			2,859		
Total non-interest-bearing liabilities	3,517			3,008		
Total liabilities	71,220			65,961		
<b>Equity</b>						
Total equity	13,801			11,880		
Total liabilities and equity	\$85,021			\$77,841		
Interest rate spread <sup>(5)</sup>			15.89 %			15.64 %
Net interest income		\$ 3,481			\$ 3,103	
Net interest margin <sup>(6)</sup>			16.27 %			15.97 %

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Nine months ended September 30 (\$ in millions)	2016			2015		
	Average Balance <sup>(1)</sup>	Interest Income / Expense	Average Yield / Rate <sup>(2)</sup>	Average Balance <sup>(1)</sup>	Interest Income/ Expense	Average Yield / Rate <sup>(2)</sup>
<b>Assets</b>						
Interest-earning assets:						
Interest-earning cash and equivalents <sup>(3)</sup>	\$ 12,172	\$ 46	0.50 %	\$ 11,144	\$ 19	0.23 %
Securities available for sale	2,960	22	0.99 %	3,066	15	0.65 %
Loan receivables:						
Credit cards, including held for sale <sup>(4)</sup>	65,201	10,573	21.66 %	58,442	9,500	21.73 %
Consumer installment loans	1,242	86	9.25 %	1,107	78	9.42 %
Commercial credit products	1,360	103	10.12 %	1,361	106	10.41 %
Other	53	1	NM	36	1	NM
Total loan receivables	67,856	10,763	21.19 %	60,946	9,685	21.25 %
Total interest-earning assets	82,988	10,831	17.43 %	75,156	9,719	17.29 %
Non-interest-earning assets:						
Cash and due from banks	942			782		
Allowance for loan losses	(3,764 )			(3,304 )		
Other assets	3,250			2,759		
Total non-interest-earning assets	428			237		
Total assets	\$83,416			\$75,393		
<b>Liabilities</b>						
Interest-bearing liabilities:						
Interest-bearing deposit accounts	\$45,913	\$ 539	1.57 %	\$36,677	\$ 442	1.61 %
Borrowings of consolidated securitization entities	12,578	180	1.91 %	13,952	159	1.52 %
Bank term loan	1,026	31	4.04 %	5,625	108	2.57 %
Senior unsecured notes	6,948	179	3.44 %	4,667	121	3.47 %
Related party debt	—	—	— %	163	4	3.28 %
Total interest-bearing liabilities	66,465	929	1.87 %	61,084	834	1.83 %
Non-interest-bearing liabilities:						
Non-interest-bearing deposit accounts	212			153		
Other liabilities	3,363			2,846		
Total non-interest-bearing liabilities	3,575			2,999		
Total liabilities	70,040			64,083		
<b>Equity</b>						
Total equity	13,376			11,310		
Total liabilities and equity	\$83,416			\$75,393		
Interest rate spread <sup>(5)</sup>			15.56 %			15.46 %
Net interest income		\$ 9,902			\$ 8,885	
Net interest margin <sup>(6)</sup>			15.94 %			15.81 %

Average balances are based on monthly balances, including beginning of period balances, except where monthly balances are unavailable and quarterly balances are used. Collection of daily averages involves undue burden and expense. We believe our average balance sheet data appropriately incorporates the seasonality in the level of our loan receivables and is representative of our operations.

(2) Average yields/rates are based on total interest income/expense over average monthly balances.

Includes average restricted cash balances of \$337 million and \$308 million for the three months ended

(3) September 30, 2016 and 2015, respectively, and \$475 million and \$636 million for the nine months ended September 30, 2016 and 2015, respectively.

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Interest income on credit cards includes fees on loans of \$645 million and \$586 million for the three months ended (4) September 30, 2016 and 2015, respectively, and \$1,799 million and \$1,646 million for the nine months ended September 30, 2016 and 2015, respectively.

(5) Interest rate spread represents the difference between the yield on total interest-earning assets and the rate on total interest-bearing liabilities.

(6) Net interest margin represents net interest income divided by average total interest-earning assets.

For a summary description of the composition of our key line items included in our Statements of Earnings, see Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2015 Form 10-K.

#### Interest Income

Interest income increased by \$404 million, or 11.9%, and by \$1,112 million, or 11.4%, for the three and nine months ended September 30, 2016, respectively, driven primarily by growth in our average loan receivables.

#### Average interest-earning assets

	Three months ended September 30,		Nine months ended September 30,	
(\$ in millions)	2016	2015	2016	2015
Loan receivables, including held for sale	\$69,525	\$62,504	\$67,856	\$60,946
Liquidity portfolio and other	15,592	14,593	15,132	14,210
Total average interest-earning assets	\$85,117	\$77,097	\$82,988	\$75,156

The increases in average loan receivables of 11.2% and 11.3% for the three and nine months ended September 30, 2016, respectively, were driven primarily by higher purchase volume of 8.2% and 11.0%, respectively. Average active accounts increased 7.1% to 66.6 million and 7.2% to 66.2 million for the three and nine months ended September 30, 2016, respectively, and the average balances per these active accounts increased 4% for both periods.

#### Yield on average interest-earning assets

	Three months ended	Nine months ended
Yield on average interest-earning assets for the period ended September 30, 2015	17.46 %	17.29 %
Yield on loan receivables, including held for sale	0.13	(0.06 )
Liquidity portfolio and other	0.15	0.20
Yield on average interest-earning assets for the period ended September 30, 2016	17.74 %	17.43 %

The yield on interest-earning assets increased for the three and nine months ended September 30, 2016 primarily due to higher yield on our average receivables and an increase in the percentage of interest-earning assets attributable to loan receivables. The yield on our average loan receivables increased to 21.58% for the three months ended September 30, 2016, driven by lower payment rates as well as increased benchmark rates, partially offset by an increase in promotional balances. The yield on our average loan receivables decreased slightly to 21.19% for the nine months ended September 30, 2016, reflecting growth in promotional balances.

#### Interest Expense

Interest expense increased by \$26 million, or 9.0%, and by \$95 million, or 11.4%, for the three and nine months ended September 30, 2016, respectively, driven primarily by the increases in our deposit liabilities. Our cost of funds increased to 1.85% and 1.87% for the three and nine months ended September 30, 2016, respectively, compared to 1.82% and 1.83% for the three and nine months ended September 30, 2015, respectively, primarily due to higher short-term benchmark rates.

## Average interest-bearing liabilities

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Interest-bearing deposit accounts	\$47,926	\$39,048	\$45,913	\$36,677
Borrowings of consolidated securitization entities	12,369	13,715	12,578	13,952
Third-party debt	7,408	10,190	7,974	10,292
Related party debt	—	—	—	163
Total average interest-bearing liabilities	\$67,703	\$62,953	\$66,465	\$61,084

The increases in average interest-bearing liabilities for the three and nine months ended September 30, 2016 was driven primarily by growth in our direct deposits partially offset by the repayment of third-party debt and lower securitized financings.

## Net Interest Income

Net interest income increased by \$378 million, or 12.2%, and by \$1,017 million, or 11.4%, for the three and nine months ended September 30, 2016, respectively, driven by higher average loan receivables.

## Retailer Share Arrangements

Retailer share arrangements increased by \$34 million, or 4.7%, and by \$87 million, or 4.3%, for the three and nine months ended September 30, 2016, respectively, driven primarily by the growth and improved performance of the programs in which we have retailer share arrangements, partially offset by higher provision for loan losses and loyalty costs associated with these programs.

## Provision for Loan Losses

Provision for loan losses increased by \$284 million, or 40.5%, and by \$781 million, or 36.7%, for the three and nine months ended September 30, 2016, respectively, primarily due to higher loan loss reserve build and receivables growth. The reserve build included increases in expected losses which were primarily driven by the factors discussed in "Business Trends and Conditions - Stable Asset Quality" above.

Our allowance coverage ratio increased to 5.82% at September 30, 2016, as compared to 5.31% at September 30, 2015 reflecting the increase in forecasted losses inherent in our loan portfolio.

## Other Income

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Interchange revenue	\$154	\$135	\$435	\$358
Debt cancellation fees	67	61	194	187
Loyalty programs	(145 )	(122 )	(390 )	(294 )
Other	8	10	20	54
Total other income	\$84	\$84	\$259	\$305

Other income was unchanged for the three months ended September 30, 2016, primarily due to an increase in interchange revenue driven by purchase volume outside of our retail partners' sales channels, which was offset by higher loyalty costs. Other income decreased by \$46 million, or 15.1%, for the nine months ended September 30, 2016, primarily due to a pre-tax gain of \$20 million associated with the sale of certain loan portfolios in the nine months ended September 30, 2015 and higher loyalty costs, partially offset by increased interchange revenue.

## Other Expense

	Three months ended September 30,		Nine months ended September 30,	
(\$ in millions)	2016	2015	2016	2015
Employee costs	\$311	\$268	\$892	\$757
Professional fees	174	162	474	480
Marketing and business development	92	115	293	305
Information processing	87	77	250	214
Other	195	221	589	638
Total other expense	\$859	\$843	\$2,498	\$2,394

Other expense increased by \$16 million, or 1.9%, for the three months ended September 30, 2016, primarily due to an increase in employee costs, partially offset by reductions in marketing and other expenses, as well as EMV re-issue costs incurred in the prior year which did not repeat.

Employee costs increased for the three months ended September 30, 2016, primarily due to new employees added to support the continued growth of the business and replacement of certain services provided by GE and third parties. Marketing and business development decreased in the three months ended September 30, 2016 driven primarily by redirecting marketing funds into our partners' loyalty programs and reduced marketing on retail deposits. The decrease in "other" was primarily driven by lower payments to GE due to the replacement of certain services that were previously provided to us under the Transition Services Agreement ("TSA"), as well as benefits from the rollout of EMV cards.

Other expense increased by \$104 million, or 4.3%, for the nine months ended September 30, 2016, primarily due to increases in employee costs and information processing, partially offset by a decrease in the "other" component of other expense. The changes in employee costs and "other" were primarily due to the same factors attributable to the changes for the three months ended September 30, 2016. Information processing costs increased in the nine months ended September 30, 2016 primarily due to higher information technology investment and higher transaction volume.

## Provision for Income Taxes

	Three months ended September 30,		Nine months ended September 30,	
(\$ in millions)	2016	2015	2016	2015
Effective tax rate	37.3 %	37.5 %	37.1 %	37.4 %
Provision for income taxes	\$359	\$345	\$987	\$996

The effective tax rate for the three and nine months ended September 30, 2016 decreased slightly primarily due to a tax benefit that is reimbursed to GE under the terms of the Tax Sharing and Separation Agreement ("TSSA"). The decrease for the three months ended September 30, 2016 was partially offset by a discrete impact of a change in state tax rates. The decrease for the nine months ended September 30, 2016 was also attributable to a research and development credit and a discrete impact of a change in state tax rates. In each period, the effective tax rate differs from the U.S. federal statutory tax rate of 35.0% primarily due to state income taxes.

## Platform Analysis

As discussed above under "—Our Sales Platforms," we offer our products through three sales platforms (Retail Card, Payment Solutions and CareCredit), which management measures based on their revenue-generating activities. The following is a discussion of certain supplemental information for the three and nine months ended September 30, 2016, for each of our sales platforms.



## Retail Card

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Purchase volume	\$25,285	\$23,560	\$72,246	\$65,422
Period-end loan receivables	\$48,010	\$43,432	\$48,010	\$43,432
Average loan receivables, including held for sale	\$47,420	\$42,933	\$46,491	\$41,853
Average active accounts (in thousands)	52,959	49,953	52,834	49,671
Interest and fees on loans	\$2,790	\$2,508	\$7,989	\$7,180
Retailer share arrangements	\$(752 )	\$(708 )	\$(2,069 )	\$(1,965 )
Other income	\$70	\$70	\$218	\$263

Retail Card interest and fees on loans increased by \$282 million, or 11.2%, and by \$809 million, or 11.3%, for the three and nine months ended September 30, 2016, respectively. These increases were primarily the result of increases in average loan receivables.

Retailer share arrangements increased by \$44 million, or 6.2%, and by \$104 million, or 5.3%, for the three and nine months ended September 30, 2016, respectively, primarily as a result of the factors discussed under the heading “Retailer Share Arrangements” above.

Other income was unchanged for the three months ended September 30, 2016. Other income decreased by \$45 million, or 17.1%, for the nine months ended September 30, 2016. The decreases were primarily as a result of the factors discussed under the heading “—Other Income” above.

## Payment Solutions

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Purchase volume	\$4,152	\$3,635	\$11,447	\$9,954
Period-end loan receivables	\$14,798	\$12,933	\$14,798	\$12,933
Average loan receivables	\$14,391	\$12,523	\$13,865	\$12,183
Average active accounts (in thousands)	8,461	7,468	8,261	7,335
Interest and fees on loans	\$505	\$442	\$1,429	\$1,257
Retailer share arrangements	\$(3 )	\$(13 )	\$(17 )	\$(35 )
Other income	\$3	\$5	\$10	\$14

Payment Solutions interest and fees on loans increased by \$63 million, or 14.3%, and by \$172 million, or 13.7%, for the three and nine months ended September 30, 2016, respectively. These increases were primarily driven by increases in average loan receivables.

## CareCredit

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Purchase volume	\$2,178	\$2,011	\$6,406	\$5,779
Period-end loan receivables	\$7,836	\$7,155	\$7,836	\$7,155
Average loan receivables	\$7,714	\$7,048	\$7,500	\$6,910
Average active accounts (in thousands)	5,219	4,826	5,109	4,756
Interest and fees on loans	\$476	\$429	\$1,345	\$1,248
Retailer share arrangements	\$(2 )	\$(2 )	\$(5 )	\$(4 )
Other income	\$11	\$9	\$31	\$28

CareCredit interest and fees on loans increased by \$47 million, or 11.0%, and by \$97 million, or 7.8%, for the three and nine months ended September 30, 2016, respectively. These increases were primarily the result of increases in average loan receivables.

## Investment Securities

The following discussion provides supplemental information regarding our investment securities portfolio. All of our investment securities are classified as available-for-sale at September 30, 2016 and December 31, 2015, and are held to meet our liquidity objectives and to comply with the Community Reinvestment Act. Investment securities classified as available-for-sale are reported in our Condensed Consolidated Statements of Financial Position at fair value.

The following table sets forth the amortized cost and fair value of our portfolio of investment securities at the dates indicated:

(\$ in millions)	At September 30, 2016		At December 31, 2015	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Debt:				
U.S. government and federal agency	\$2,100	\$ 2,101	\$2,768	\$ 2,761
State and municipal	47	49	51	49
Residential mortgage-backed	1,183	1,191	323	317
Equity	15	15	15	15
Total	\$3,345	\$ 3,356	\$3,157	\$ 3,142

Unrealized gains and losses, net of the related tax effect, on available-for-sale securities that are not other-than-temporarily impaired are excluded from earnings and are reported as a separate component of comprehensive income (loss) until realized. At September 30, 2016, our investment securities had gross unrealized gains of \$12 million and gross unrealized losses of \$1 million. At December 31, 2015, our investment securities had gross unrealized gains of \$2 million and gross unrealized losses of \$17 million.

Our investment securities portfolio had the following maturity distribution at September 30, 2016. Equity securities have been excluded from the table because they do not have a maturity.

(\$ in millions)	Due in 1 Year or Less	Due After 1 through 5 Years	Due After 5 through 10 Years	Due After 10 years	Total
Debt:					
U.S. government and federal agency	\$ 2,101	\$ —	\$ —	\$ —	\$2,101
State and municipal	—	1	1	47	49
Residential mortgage-backed	—	—	—	1,191	1,191
Total <sup>(1)</sup>	\$ 2,101	\$ 1	\$ 1	\$ 1,238	\$3,341
Weighted average yield <sup>(2)</sup>	0.6	% 2.9	% 4.4	% 2.8	% 1.4

(1) Amounts stated represent estimated fair value.

(2) Weighted average yield is calculated based on the amortized cost of each security. In calculating yield, no adjustment has been made with respect to any tax exempt obligations.

At September 30, 2016, we did not hold investments in any single issuer with an aggregate book value that exceeded 10% of equity, excluding obligations of the U.S. government.

#### Loan Receivables

The following discussion provides supplemental information regarding our loan receivables portfolio.

Loan receivables are our largest category of assets and represent our primary source of revenues. The following table sets forth the composition of our loan receivables portfolio by product type at the dates indicated.

(\$ in millions)	At September 30, 2016	(%)	At December 31, 2015	(%)
Loans				
Credit cards	\$ 67,858	96.0 %	\$ 65,773	96.3 %
Consumer installment loans	1,361	1.9	1,154	1.7
Commercial credit products	1,385	2.0	1,323	1.9
Other	40	0.1	40	0.1
Total loans	\$ 70,644	100.0%	\$ 68,290	100.0%

Loan receivables increased by \$2,354 million, or 3.4%, at September 30, 2016 compared to December 31, 2015, primarily driven by higher purchase volume and average active account growth, partially offset by the seasonality of our business.

Loan receivables increased by \$7,124 million, or 11.2%, at September 30, 2016 compared to September 30, 2015, primarily driven by higher purchase volume and average active account growth.

Our loan receivables portfolio had the following geographic concentration at September 30, 2016.

State	Loan Receivables Outstanding <sup>(1)</sup>	% of Total Loan Receivables Outstanding
Texas	\$ 6,756	9.6 %
California	\$ 6,618	9.4 %
Florida	\$ 5,400	7.6 %
New York	\$ 3,778	5.3 %
Pennsylvania	\$ 2,975	4.2 %

(1) Based on September 2016 customer statement-end balances extrapolated to September 30, 2016. Individual customer balances at September 30, 2016 are not available without undue burden and expense.

#### Impaired Loans and Troubled Debt Restructurings

Our loss mitigation strategy is intended to minimize economic loss and at times can result in rate reductions, principal forgiveness, extensions or other actions, which may cause the related loan to be classified as a Troubled Debt Restructuring (“TDR”) and also be impaired. We primarily use long-term (12 to 60 months) modification programs for borrowers experiencing financial difficulty as a loss mitigation strategy to improve long-term collectability of the loans that are classified as TDRs. For our credit card customers, the short-term program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 months. The long-term program involves changing the structure of the loan to a fixed payment loan with a maturity no longer than 60 months and reducing the interest rate on the loan. The long-term program does not normally provide for the forgiveness of unpaid principal, but may allow for the reversal of certain unpaid interest or fee assessments. We also make loan modifications for some customers who request financial assistance through external sources, such as a consumer credit counseling agency program. The loans that are modified typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees. The determination of whether these changes to the terms and conditions meet the TDR criteria includes our consideration of all relevant facts and circumstances.

Loans classified as TDRs are recorded at their present value with impairment measured as the difference between the loan balance and the discounted present value of cash flows expected to be collected, discounted at the original effective interest rate of the loan. Our allowance for loan losses on TDRs is generally measured based on the difference between the recorded loan receivable and the present value of the expected future cash flows.

Interest income from loans accounted for as TDRs is accounted for in the same manner as other accruing loans. We accrue interest on credit card balances until the accounts are charged-off in the period the accounts become 180 days past due. The following table presents the amount of loan receivables that are not accruing interest, loans that are 90 days or more past-due and still accruing interest, and earning TDRs for the periods presented.

(\$ in millions)	At September 30, 2016	At December 31, 2015
Non-accrual loan receivables	\$ 3	\$ 3
Loans contractually 90 days past-due and still accruing interest	1,331	1,270
Earning TDRs <sup>(1)</sup>	764	712
Non-accrual, past-due and restructured loan receivables	\$ 2,098	\$ 1,985

At September 30, 2016 and December 31, 2015, balances exclude \$52 million and \$51 million, respectively, of TDRs which are included in loans contractually 90 days past-due and still accruing interest on the balance. See (1)Note 4. Loan Receivables and Allowance for Loan Losses to our condensed consolidated financial statements for additional information on the financial effects of TDRs for the three and nine months ended September 30, 2016 and 2015.



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	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
(\$ in millions)				
Gross amount of interest income that would have been recorded in accordance with the original contractual terms	\$ 46	\$ 38	\$ 131	\$ 111
Interest income recognized	12	12	36	37
Total interest income foregone	\$ 34	\$ 26	\$ 95	\$ 74

Delinquencies

Over-30 day loan delinquencies as a percentage of period-end loan receivables increased to 4.26% at September 30, 2016 from 4.02% at September 30, 2015, and increased from 4.06% at December 31, 2015. The 24 basis point increase compared to the same period in the prior year was driven by the factors discussed in "Business Trends and Conditions — Stable Asset Quality" above. The increase as compared to December 31, 2015 was primarily driven by the various factors referenced above, partially offset by the seasonality of our business.

Net Charge-Offs

Net charge-offs consist of the unpaid principal balance of loans held for investment that we determine are uncollectible, net of recovered amounts. We exclude accrued and unpaid finance charges and fees and third-party fraud losses from charge-offs. Charged-off and recovered finance charges and fees are included in interest and fees on loans while third-party fraud losses are included in other expense. Charge-offs are recorded as a reduction to the allowance for loan losses and subsequent recoveries of previously charged-off amounts are credited to the allowance for loan losses. Costs incurred to recover charged-off loans are recorded as collection expense and included in other expense in our Condensed Consolidated Statements of Earnings.

The table below sets forth the ratio of net charge-offs to average loan receivables, including held for sale, for the periods indicated.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Ratio of net charge-offs to average loan receivables, including held for sale	4.38%	4.02%	4.51%	4.37%

Allowance for Loan Losses

The allowance for loan losses totaled \$4,115 million at September 30, 2016 compared with \$3,497 million at December 31, 2015 and \$3,371 million at September 30, 2015 representing our best estimate of probable losses inherent in the portfolio. Our allowance for loan losses as a percentage of total loan receivables increased to 5.82% at September 30, 2016, from 5.12% at December 31, 2015 and 5.31% at September 30, 2015, which reflects the increase in forecasted net charge-offs over the next twelve months as well as lower pricing of recoveries.

The following tables provide changes in our allowance for loan losses for the periods presented:

(\$ in millions)	Balance at July 1, 2016	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2016
Credit cards	\$ 3,800	\$ 964	\$ (919)	\$ 172	\$ 4,017
Consumer installment loans	39	11	(11)	4	43
Commercial credit products	53	12	(13)	2	54
Other	2	(1)	—	—	1
Total	\$ 3,894	\$ 986	\$ (943)	\$ 178	\$ 4,115



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(\$ in millions)	Balance at July 1, 2015	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2015
Credit cards	\$ 3,229	\$ 691	\$ (765 )	\$ 147	\$ 3,302
Consumer installment loans	23	6	(8 )	2	23
Commercial credit products	49	5	(11 )	2	45
Other	1	—	—	—	\$ 1
Total	\$ 3,302	\$ 702	\$ (784 )	\$ 151	\$ 3,371

(\$ in millions)	Balance at January 1, 2016	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2016
Credit cards	\$ 3,420	\$ 2,836	\$ (2,820 )	\$ 581	\$ 4,017
Consumer installment loans	26	38	(31 )	10	43
Commercial credit products	50	36	(39 )	7	54
Other	1	—	—	—	1
Total	\$ 3,497	\$ 2,910	\$ (2,890 )	\$ 598	\$ 4,115

(\$ in millions)	Balance at January 1, 2015	Provision Charged to Operations	Gross Charge-Offs	Recoveries	Balance at September 30, 2015
Credit cards	\$ 3,169	\$ 2,083	\$ (2,413 )	\$ 463	\$ 3,302
Consumer installment loans	22	15	(24 )	10	23
Commercial credit products	45	30	(35 )	5	45
Other	—	1	—	—	1
Total	\$ 3,236	\$ 2,129	\$ (2,472 )	\$ 478	\$ 3,371

### Funding, Liquidity and Capital Resources

We maintain a strong focus on liquidity and capital. Our funding, liquidity and capital policies are designed to ensure that our business has the liquidity and capital resources to support our daily operations, our business growth, our credit ratings and our regulatory and policy requirements, in a cost effective and prudent manner through expected and unexpected market environments.

#### Funding Sources

Our primary funding sources include cash from operations, deposits (direct and brokered deposits), third-party debt and securitized financings.

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The following table summarizes information concerning our funding sources during the periods indicated:

Three months ended September 30 (\$ in millions)	2016			2015		
	Average Balance	%	Average Rate	Average Balance	%	Average Rate
Deposits <sup>(1)</sup>	\$47,926	70.8 %	1.6 %	\$39,048	62.0 %	1.6 %
Securitized financings	12,369	18.3	2.0	13,715	21.8	1.6
Senior unsecured notes	7,408	10.9	3.4	5,312	8.4	3.5
Bank term loan	—	—	—	4,878	7.8	2.4
Total	\$67,703	100.0 %	1.9 %	\$62,953	100.0 %	1.8 %

Excludes \$203 million and \$149 million average balance of non-interest-bearing deposits for the three months

(1) ended September 30, 2016 and September 30, 2015, respectively. Non-interest-bearing deposits comprise less than 10% of total deposits for the three months ended September 30, 2016 and 2015.

Nine months ended September 30 (\$ in millions)	2016			2015		
	Average Balance	%	Average Rate	Average Balance	%	Average Rate
Deposits <sup>(1)</sup>	\$45,913	69.1 %	1.6 %	\$36,677	60.1 %	1.6 %
Securitized financings	12,578	18.9	1.9	13,952	22.8	1.5
Senior unsecured notes	6,948	10.5	3.4	4,667	7.6	3.5
Bank term loan	1,026	1.5	4.0	5,625	9.2	2.6
Related party debt <sup>(2)</sup>	—	—	—	163	0.3	3.3
Total	\$66,465	100.0 %	1.9 %	\$61,084	100.0 %	1.8 %

Excludes \$212 million and \$153 million average balance of non-interest-bearing deposits for the nine months

(1) ended September 30, 2016 and September 30, 2015, respectively. Non-interest-bearing deposits comprise less than 10% of total deposits for the nine months ended September 30, 2016 and 2015.

(2) Represents amounts outstanding under GECC Term Loan, which were fully repaid in the nine months ended September 30, 2015.

## Deposits

We obtain deposits directly from retail and commercial customers (“direct deposits”) or through third-party brokerage firms that offer our deposits to their customers (“brokered deposits”). At September 30, 2016, we had \$36.2 billion in direct deposits (which includes deposits from banks and financial institutions) and \$13.6 billion in deposits originated through brokerage firms (including network deposit sweeps procured through a program arranger that channels brokerage account deposits to us). A key part of our liquidity plan and funding strategy is to continue to expand our direct deposits base as a source of stable and diversified low cost funding.

Our direct deposits include a range of FDIC-insured deposit products, including certificates of deposit, IRAs, money market accounts and savings accounts.

Brokered deposits are primarily from retail customers of large brokerage firms. We have relationships with ten brokers that offer our deposits through their networks. Our brokered deposits consist primarily of certificates of deposit that bear interest at a fixed rate and at September 30, 2016, had a weighted average remaining life of 2.8 years. These deposits generally are not subject to early withdrawal.

Our ability to attract deposits is sensitive to, among other things, the interest rates we pay, and therefore, we bear funding and interest rate risk if we fail, or are required to pay higher rates, to attract new deposits or retain existing deposits. To mitigate these risks, we pursue a funding strategy that seeks to match our assets and liabilities by interest rate and expected maturity characteristics, and we seek to maintain access to multiple other funding sources, including securitized financings (including our undrawn committed capacity) and unsecured debt.



Over the next several years, we are seeking to increase our direct deposits through investing in our direct deposit programs and capabilities. The growth of direct deposits will be supported by a significant investment in marketing and brand awareness.

The following table summarizes certain information regarding our interest-bearing deposits by type (all of which constitute U.S. deposits) for the periods indicated:

Three months ended September 30 (\$ in millions)	2016		2015		2016		2015	
	Average Balance	% of Total	Average Rate	% of Total	Average Balance	% of Total	Average Rate	% of Total
Direct deposits:								
Certificates of deposit (including IRA certificates of deposit)	\$20,244	42.2 %	1.6 %		\$16,195	41.5 %	1.4 %	
Savings accounts (including money market accounts)	14,661	30.6	1.0		9,774	25.0	1.0	
Brokered deposits	13,021	27.2	2.2		13,079	33.5	2.3	
Total interest-bearing deposits	\$47,926	100.0%	1.6 %		\$39,048	100.0%	1.6 %	

Nine months ended September 30 (\$ in millions)	2016		2015		2016		2015	
	Average Balance	% of Total	Average Rate	% of Total	Average Balance	% of Total	Average Rate	% of Total
Direct deposits:								
Certificates of deposit (including IRA certificates of deposit)	\$19,291	42.0 %	1.5 %		\$15,002	40.9 %	1.4 %	
Savings accounts (including money market accounts)	13,647	29.7	1.0		7,939	21.6	1.0	
Brokered deposits	12,975	28.3	2.2		13,736	37.5	2.2	
Total interest-bearing deposits	\$45,913	100.0%	1.6 %		\$36,677	100.0%	1.6 %	

Our deposit liabilities provide funding with maturities ranging from one day to ten years. At September 30, 2016, the weighted average maturity of our interest-bearing time deposits was 2.0 years. See Note 7. Deposits to our condensed consolidated financial statements for more information on their maturities.

The following table summarizes deposits by contractual maturity at September 30, 2016.

(\$ in millions)	3 Months or Less	Over 3 Months	Over 6 Months	Over 12 Months	Total
		but within 6 Months	but within 12 Months		
U.S. deposits (less than \$100,000) <sup>(1)</sup>	\$ 6,099	\$ 2,669	\$ 3,502	\$ 10,353	\$22,623
U.S. deposits (\$100,000 or more)					
Direct deposits:					
Certificates of deposit (including IRA certificates of deposit)	1,433	2,059	4,569	5,905	13,966
Savings accounts (including money market accounts)	12,026	—	—	—	12,026
Brokered deposits:					
Sweep accounts	1,200	—	—	—	1,200
Total	\$ 20,758	\$ 4,728	\$ 8,071	\$ 16,258	\$49,815

(1) Includes brokered certificates of deposit for which underlying individual deposit balances are assumed to be less than \$100,000.

Securitized Financings

We have been engaged in the securitization of our credit card receivables since 1997. We access the asset-backed securitization market using the Synchrony Credit Card Master Note Trust (“SYNCT”) through which we issue asset-backed securities through both public transactions and private transactions funded by financial institutions and commercial paper conduits. In addition, we issue asset-backed securities in private transactions through the Synchrony Sales Finance Master Trust (“SFT”). During the second quarter of 2016 we repaid all of the remaining outstanding third party indebtedness issued by the Synchrony Receivables Trust (“SRT”).

The following table summarizes expected contractual maturities of the investors’ interests in securitized financings, excluding debt premiums, discounts and issuance cost at September 30, 2016.

(\$ in millions)	Less Than One Year	One Year Through Three Years	After Three Through Five Years	After Five Years	Total
Scheduled maturities of long-term borrowings—owed to securitization investors:					
SYNCT <sup>(1)</sup>	\$ 1,834	\$ 5,936	\$ 1,755	\$ —	—\$9,525
SFT	400	2,500	—	—	2,900
Total long-term borrowings—owed to securitization investors	\$ 2,234	\$ 8,436	\$ 1,755	\$ —	—\$12,425

(1)Excludes subordinated classes of SYNCT notes that we own.

We retain exposure to the performance of trust assets through: (i) in the case of SYNCT and SFT, subordinated retained interests in the receivables transferred to the trust in excess of the principal amount of the notes for a given series to provide credit enhancement for a particular series, as well as a pari passu seller’s interest in each trust and (ii) subordinated classes of SYNCT notes that we own.

All of our securitized financings include early repayment triggers, referred to as early amortization events, including events related to material breaches of representations, warranties or covenants, inability or failure of the Bank to transfer loans to the trusts as required under the securitization documents, failure to make required payments or deposits pursuant to the securitization documents, and certain insolvency-related events with respect to the related securitization depositor, Synchrony (solely with respect to SYNCT) or the Bank. In addition, an early amortization event will occur with respect to a series if the excess spread as it relates to a particular series falls below zero.

Following an early amortization event, principal collections on the loans in our trusts are applied to repay principal of the asset-backed securities rather than being available on a revolving basis to fund the origination activities of our business. The occurrence of an early amortization event also would limit or terminate our ability to issue future series out of the trust in which the early amortization event occurred. No early amortization event has occurred with respect to any of the securitized financings in SYNCT or SFT.

The following table summarizes for each of our trusts the three-month rolling average excess spread at September 30, 2016.

	Note Principal Balance (\$ in millions)	# of Series Outstanding	Three-Month Rolling Average Excess Spread <sup>(1)</sup>
SYNCT <sup>(2)</sup>	\$ 11,038	22	~13.9% to 18.3%
SFT	\$ 2,900	10	12.9 %

(1)Represents the excess spread (generally calculated as interest income collected from the applicable pool of loan receivables less applicable net charge-offs, interest expense and servicing costs, divided by the aggregate principal amount of loan receivables in the applicable pool) for each trust (or, in the case of SYNCT, represents a range of the excess spreads relating to the particular series issued within the trust), in each case calculated in accordance with the applicable trust or series documentation, for the three securitization monthly periods ending prior to

September 30, 2016.

(2) Includes subordinated classes of SYNCT notes that we own.

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## Third-Party Debt

## Senior Unsecured Notes

The following table provides a summary of our outstanding senior unsecured notes at September 30, 2016.

(\$ in millions)	Maturity	Principal Amount Outstanding <sup>(1)</sup>
Fixed rate senior unsecured notes:		
1.875% senior unsecured notes	August, 2017	\$ 500
2.600% senior unsecured notes	January, 2019	1,000
3.000% senior unsecured notes	August, 2019	1,100
2.700% senior unsecured notes	February, 2020	750
3.750% senior unsecured notes	August, 2021	750
4.250% senior unsecured notes	August, 2024	1,250
4.500% senior unsecured notes	July, 2025	1,000
3.700% senior unsecured notes	August, 2026	500
Total fixed rate senior unsecured notes		\$ 6,850
Floating rate senior unsecured notes:		
Three-month LIBOR plus 1.40% senior unsecured notes	November, 2017	\$ 700
Three-month LIBOR plus 1.23% senior unsecured notes	February, 2020	\$ 250
Total floating rate senior unsecured notes		\$ 950

(1) The amounts shown exclude unamortized debt discount, premiums and issuance cost.

At September 30, 2016, the aggregate amount of outstanding senior unsecured notes was \$7.8 billion and the weighted average interest rate was 3.25%.

## Bank Term Loan

During the nine months ended September 30, 2016, we prepaid \$4.1 billion representing all the remaining outstanding indebtedness under the Bank Term Loan whose initial maturity date was August 2019.

## Short-Term Borrowings

Except as described above, there were no material short-term borrowings for the periods presented.

## Undrawn Credit Facilities

At September 30, 2016, we had an aggregate of \$6.6 billion of undrawn committed capacity on our securitized financings, subject to customary borrowing conditions, from private lenders under our two existing securitization programs.

In July 2016, we entered into a three-year unsecured revolving credit facility with private lenders, which provides \$0.5 billion of committed capacity. At September 30, 2016, all of the committed capacity under this facility was undrawn, subject to customary borrowing conditions.

## Other

At September 30, 2016, we had more than \$25.0 billion of unencumbered assets in the Bank available to be used to generate additional liquidity through secured borrowings or asset sales or to be pledged to the Federal Reserve Board for credit at the discount window.

### Covenants

The indenture pursuant to which our senior unsecured notes have been issued includes various covenants, including covenants that restrict (subject to certain exceptions) Synchrony's ability to dispose of, or incur liens on, any of the voting stock of the Bank or otherwise permit the Bank to be merged, consolidated, leased or sold in a manner that results in the Bank being less than 80% controlled by us. If we do not satisfy any of these covenants discussed above, the maturity of amounts outstanding thereunder may be accelerated and become payable. We were in compliance with all of these covenants at September 30, 2016.

Our real estate leases also include various covenants, but typically do not include financial covenants. If we do not satisfy the covenants in the real estate leases, the leases may be terminated and we may be liable for damage claims. At September 30, 2016, we were not in default under our senior unsecured notes and had not received any notices of default under any of our real estate leases.

### Credit Ratings

Our borrowing costs and capacity in certain funding markets, including securitizations and senior and subordinated debt, may be affected by the credit ratings of the Company, the Bank and the ratings of our asset-backed securities. Our senior unsecured debt is rated BBB- (stable outlook) by Fitch and BBB- (stable outlook) by S&P. In addition, certain of the asset-backed securities issued by SYNCT are rated by Fitch, S&P and/or Moody's. A credit rating is not a recommendation to buy, sell or hold securities, may be subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating. Downgrades in these credit ratings could materially increase the cost of our funding from, and restrict our access to, the capital markets.

### Liquidity

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We seek to ensure that we have adequate liquidity to sustain business operations, fund asset growth, satisfy debt obligations and to meet regulatory expectations under normal and stress conditions.

We maintain policies outlining the overall framework and general principles for managing liquidity risk across our business, which is the responsibility of our Asset and Liability Management Committee, a subcommittee of our Enterprise Risk Management Committee. We employ a variety of metrics to monitor and manage liquidity. We perform regular liquidity stress testing and contingency planning as part of our liquidity management process. We evaluate a range of stress scenarios including Company specific and systemic events that could impact funding sources and our ability to meet liquidity needs.

We maintain a liquidity portfolio, which at September 30, 2016 had \$16.4 billion of liquid assets, primarily consisting of cash and equivalents and short-term obligations of the U.S. Treasury, less cash in transit which is not considered to be liquid, compared to \$14.8 billion of liquid assets at December 31, 2015. The increase in liquid assets was primarily due to the increase in deposits, partially offset by the prepayment of the Bank Term Loan.

As additional sources of liquidity, at September 30, 2016, we had an aggregate of \$7.1 billion of undrawn credit facilities, subject to customary borrowing conditions, from private lenders under our existing securitization and unsecured revolving programs, and we had more than \$25.0 billion of unencumbered assets in the Bank available to be used to generate additional liquidity through secured borrowings or asset sales or to be pledged to the Federal Reserve Board for credit at the discount window.

As a general matter, investments included in our liquidity portfolio are expected to be highly liquid, giving us the ability to readily convert them to cash. The level and composition of our liquidity portfolio may fluctuate based upon the level of expected maturities of our funding sources as well as operational requirements and market conditions.

We rely significantly on dividends and other distributions and payments from the Bank for liquidity; however, bank regulations, contractual restrictions and other factors limit the amount of dividends and other distributions and payments that the Bank may pay to us. For a discussion of regulatory restrictions on the Bank's ability to pay dividends, see "Item 1A. Risk Factors—Risks Relating to Regulation—We are subject to restrictions that limit our ability to pay dividends and repurchase our common stock; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to pay dividends or make payments on our indebtedness" and "Regulation—Savings Association Regulation—Dividends and Stock Repurchases" in our 2015 Form 10-K.

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Our primary sources of capital have been earnings generated by our businesses and existing equity capital. We seek to manage capital to a level and composition sufficient to support the risks of our businesses, meet regulatory requirements, adhere to rating agency targets and support future business growth. The level, composition and utilization of capital are influenced by changes in the economic environment, strategic initiatives and legislative and regulatory developments. Within these constraints, we are focused on deploying capital in a manner that will provide attractive returns to our stockholders.

Our capital adequacy assessment also includes tax and accounting considerations in accordance with regulatory guidance. We maintain a net deferred tax asset on our balance sheet, and we include this asset when calculating our regulatory capital levels. However, for regulatory capital purposes, deferred tax assets are (i) limited to the amount of taxes previously paid that a company could recover through loss carrybacks; and (ii) 10% of the amount of our Tier 1 capital. At September 30, 2016, no portion of our deferred tax asset was disallowed for regulatory capital purposes. The Bank is required to conduct stress tests on an annual basis, and beginning on January 1, 2017, the Company will be required to conduct stress tests on an annual basis under the OCC's and the Federal Reserve Board's stress test regulations. The Bank is, and the Company will be, required to use stress-testing methodologies providing for results under at least three different sets of conditions, including baseline, adverse and severely adverse conditions. In addition, while as a savings and loan holding company we currently are not subject to the Federal Reserve Board's capital planning rule, we prepared and submitted a capital plan to the Federal Reserve Board in April 2016 and commenced such plan in the third quarter of 2016.

#### Dividend and Share Repurchases

On July 7, 2016, the Company announced that its Board approved a quarterly cash dividend of \$0.13 per share of common stock and also approved a share repurchase program of up to \$952 million for the four quarters ending June 30, 2017.

During the three months ended September 30, 2016 we declared and paid a quarterly cash dividend of \$0.13 per share of common stock, or \$107.3 million, and repurchased approximately 8.5 million shares of our common stock for \$238 million, at an average price of \$27.93. We made and expect to continue to make share repurchases subject to market conditions and other factors, including legal and regulatory restrictions and required approvals.

On October 27, 2016, the Company announced that its Board approved a quarterly cash dividend of \$0.13 per share of common stock, which will be paid on November 17, 2016 to holders of record at the close of business on November 7, 2016.

The declaration and payment of future dividends to holders of our common stock will be at the discretion of the Board and will depend on many factors, including the financial condition, earnings, capital and liquidity requirements of us and the Bank, regulatory restrictions, corporate law and contractual restrictions and other factors that our board of directors deems relevant. In addition, banking laws and regulations and our banking regulators may limit our ability to pay dividends and make repurchases of our stock. For a discussion of regulatory restrictions on our and the Bank's ability to pay dividends and repurchase stock, see "Risk Factors—Risks Relating to Regulation—We are subject to restrictions that limit our ability to pay dividends and repurchase our common stock; the Bank is subject to restrictions that limit its ability to pay dividends to us, which could limit our ability to pay dividends or make payments on our indebtedness" in our 2015 Form 10-K.



Regulatory Capital Requirements - Synchrony Financial

As a savings and loan holding company, we are required to maintain minimum capital ratios, under the applicable U.S. Basel III capital rules. For more information, see "Regulation—Savings and Loan Holding Company Regulation" in our 2015 Form 10-K.

For Synchrony Financial to be a well-capitalized savings and loan holding company, Synchrony Bank must be well-capitalized and Synchrony Financial must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve Board to meet and maintain a specific capital level for any capital measure. As of September 30, 2016, Synchrony Financial met all the requirements to be deemed well-capitalized.

The following table sets forth at September 30, 2016 and December 31, 2015 the composition of our capital ratios for the Company calculated under the Basel III regulatory capital standards.

(\$ in millions)	Basel III Transition (unless otherwise stated)			
	At September 30, 2016		At December 31, 2015	
	Amount	Ratio <sup>(1)</sup>	Amount	Ratio <sup>(1)</sup>
Total risk-based capital	\$13,794	19.5 %	\$12,531	18.1 %
Tier 1 risk-based capital	\$12,871	18.2 %	\$11,633	16.8 %
Tier 1 leverage	\$12,871	15.3 %	\$11,633	14.4 %
Common equity Tier 1 capital	\$12,871	18.2 %	\$11,633	16.8 %
Common equity Tier 1 capital - fully phased-in (estimated)	\$12,598	17.9 %	\$11,234	15.9 %

(1) Tier 1 leverage ratio represents total tier 1 capital as a percentage of total average assets, after certain adjustments. All other ratios presented above represent the applicable capital measure as a percentage of risk-weighted assets. The increase in our Common equity Tier 1 capital ratio was primarily due to the retention of a majority of our net earnings for the nine months ended September 30, 2016, partially offset by an increase in risk-weighted assets. The increase in risk-weighted assets was primarily due to growth in loan receivables.

Non-GAAP Measures

The capital ratios presented above include common equity Tier 1 capital ("CET1") as calculated under the U.S. Basel III capital rules on a fully phased-in basis, which is not currently required by our regulators to be disclosed and, as such, is considered to be a non-GAAP measure. We believe that this capital ratio is a useful measure to investors because it is widely used by analysts and regulators to assess the capital position of financial services companies, although this ratio may not be comparable to similarly titled measures reported by other companies. The following table sets forth a reconciliation of the components of our CET1 capital ratio as calculated on a fully phased-in basis set forth above, to the comparable GAAP component at September 30, 2016 and December 31, 2015.

(\$ in millions)	At September 30, 2016	At December 31, 2015
Basel III - Common equity Tier 1 (transition)	\$ 12,871	\$ 11,633
Adjustments related to capital components during transition <sup>(1)</sup>	(273 )	(399 )
Basel III - Common equity Tier 1 (fully phased-in)	\$ 12,598	\$ 11,234
Risk-weighted assets - Basel III (transition)	\$70,660	\$69,224
Adjustments related to risk weighted assets during transition <sup>(2)</sup>	(212 )	1,269
Risk-weighted assets - Basel III (fully phased-in)	\$70,448	\$70,493



- (1) Adjustments related to capital components to determine CET1 (fully phased-in) include the phase-in of the intangible asset exclusion.

Key differences between Basel III transition rules and fully phased-in Basel III rules relate to the calculation of (2) risk-weighted assets including, but not limited to, adjustments for certain intangible assets and risk weighting of deferred tax assets.

#### Regulatory Capital Requirements - Synchrony Bank

At September 30, 2016 and December 31, 2015, the Bank met all applicable requirements to be deemed well-capitalized pursuant to OCC regulations and for purposes of the Federal Deposit Insurance Act. The following table sets forth the composition of the Bank's capital ratios calculated under the Basel III rules at September 30, 2016 and December 31, 2015.

(\$ in millions)	At September 30, 2016		At December 31, 2015		Minimum to be Well-Capitalized under Prompt Corrective Action Provisions - Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total risk-based capital	\$9,559	17.4%	\$8,442	16.6%	\$ 5,509	10.0 %
Tier 1 risk-based capital	\$8,836	16.0%	\$7,781	15.3%	\$ 4,407	8.0 %
Tier 1 leverage	\$8,836	13.3%	\$7,781	13.1%	\$ 3,324	5.0 %
Common equity Tier 1 capital	\$8,836	16.0%	\$7,781	15.3%	\$ 3,581	6.5 %

Failure to meet minimum capital requirements can result in the initiation of certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could limit our business activities and have a material adverse effect on our business, results of operations and financial condition. See "Risk Factors—Risks Relating to Regulation—Failure by Synchrony and the Bank to meet applicable capital adequacy and liquidity requirements could have a material adverse effect on us" in our 2015 Form 10-K.

#### Off-Balance Sheet Arrangements and Unfunded Lending Commitments

We do not have any significant off-balance sheet arrangements, including guarantees of third-party obligations. Guarantees are contracts or indemnification agreements that contingently require us to make a guaranteed payment or perform an obligation to a third-party based on certain trigger events. At September 30, 2016, we had not recorded any contingent liabilities in our Condensed Consolidated Statement of Financial Position related to any guarantees. We extend credit, primarily arising from agreements with customers for unused lines of credit on our credit cards, in the ordinary course of business. See Note 4 - Loan Receivables and Allowance for Loan Losses to our condensed consolidated financial statements for more information on our unfunded lending commitments.

#### Critical Accounting Estimates

In preparing our condensed consolidated financial statements, we have identified certain accounting estimates and assumptions that we consider to be the most critical to an understanding of our financial statements because they involve significant judgments and uncertainties. The critical accounting estimates we have identified relate to allowance for loan losses, asset impairment, income taxes and fair value measurements. All of these estimates reflect our best judgment about current, and for some estimates future, economic and market conditions and their effects based on information available as of the date of these financial statements. If these conditions change from those expected, it is reasonably possible that these judgments and estimates could change, which may result in incremental losses on loan receivables, future impairments of investment securities, goodwill and intangible assets, and the establishment of valuation allowances on deferred tax assets and increases in our tax liabilities, among other effects. See "Management's Discussion and Analysis—Critical Accounting Estimates" in our 2015 Form 10-K, for a detailed discussion of these critical accounting estimates.



## New Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In July 2015, the FASB approved a one-year deferral of this standard, with a revised effective date for fiscal years beginning after December 15, 2017. The standard permits the use of either the retrospective or modified retrospective (cumulative effect) transition method. We are evaluating the effect that ASU 2014-09 will have on our consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In January 2016, we adopted ASU 2015-03, Interest–Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires the presentation of deferred issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of the debt liability. Accordingly, we have reclassified issuance costs associated with our borrowings and certain brokered deposits, from other assets, and reflected as a reduction of borrowings and interest-bearing deposit accounts, as applicable, for each period presented to conform to the current period presentation. Related selected financial metrics have also been updated where applicable to reflect this reclassification. See “Management’s Discussion and Analysis—Results of Operations—Other Financial and Statistical Data” and Note 8. Deposits and Note 9. Borrowings to our condensed consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments–Credit Losses: Measurement of Credit Losses on Financial Instruments, which requires an entity to measure all expected credit losses for financial assets held at the reporting date. Financial assets measured at amortized cost are to be presented at the net amount expected to be collected. The allowance for loan losses is deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial asset. This standard is effective for annual and interim reporting periods for fiscal years beginning after December 15, 2019, with early adoption permitted for annual and interim periods for fiscal years beginning after December 15, 2018. The amendments in this standard will be recognized through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. We are evaluating the effect that ASU 2016-13 will have on our consolidated financial statements and related disclosures.

## Regulation and Supervision

Our business, including our relationships with our customers, is subject to regulation, supervision and examination under U.S. federal, state and foreign laws and regulations. These laws and regulations cover all aspects of our business, including lending practices, treatment of our customers, safeguarding deposits, customer privacy and information security, capital structure, liquidity, dividends and other capital distributions, transactions with affiliates, and conduct and qualifications of personnel.

As a savings and loan holding company, Synchrony is subject to regulation, supervision and examination by the Federal Reserve Board. As a large provider of consumer financial services, we are also subject to regulation, supervision and examination by the CFPB.

The Bank is a federally chartered savings association. As such, the Bank is subject to regulation, supervision and examination by the OCC, which is its primary regulator, and by the CFPB. In addition, the Bank, as an insured depository institution, is supervised by the FDIC.

See “Regulation” in our 2015 Form 10-K for additional information. See also “—Capital” above, for discussion of the impact of regulations and supervision on our capital and liquidity, including our ability to pay dividends and repurchase stock.

## ITEM 1. FINANCIAL STATEMENTS

Synchrony Financial and subsidiaries  
Condensed Consolidated Statements of Earnings  
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
(\$ in millions, except per share data)	2016	2015	2016	2015
Interest income:				
Interest and fees on loans (Note 4)	\$3,771	\$3,379	\$10,763	\$9,685
Interest on investment securities	25	13	68	34
Total interest income	3,796	3,392	10,831	9,719
Interest expense:				
Interest on deposits	188	159	539	442
Interest on borrowings of consolidated securitization entities	63	54	180	159
Interest on third-party debt	64	76	210	229
Interest on related party debt	—	—	—	4
Total interest expense	315	289	929	834
Net interest income	3,481	3,103	9,902	8,885
Retailer share arrangements	(757 )	(723 )	(2,091 )	(2,004 )
Net interest income, after retailer share arrangements	2,724	2,380	7,811	6,881
Provision for loan losses (Note 4)	986	702	2,910	2,129
Net interest income, after retailer share arrangements and provision for loan losses	1,738	1,678	4,901	4,752
Other income:				
Interchange revenue	154	135	435	358
Debt cancellation fees	67	61	194	187
Loyalty programs	(145 )	(122 )	(390 )	(294 )
Other	8	10	20	54
Total other income	84	84	259	305
Other expense:				
Employee costs	311	268	892	757
Professional fees	174	162	474	480
Marketing and business development	92	115	293	305
Information processing	87	77	250	214
Other	195	221	589	638
Total other expense	859	843	2,498	2,394
Earnings before provision for income taxes	963	919	2,662	2,663
Provision for income taxes (Note 12)	359	345	987	996
Net earnings	\$604	\$574	\$1,675	\$1,667
Earnings per share				
Basic	\$0.73	\$0.69	\$2.01	\$2.00
Diluted	\$0.73	\$0.69	\$2.01	\$2.00
Dividends declared per common share	\$0.13	\$—	\$0.13	\$—

See accompanying notes to condensed consolidated financial statements.



Synchrony Financial and subsidiaries  
 Condensed Consolidated Statements of Comprehensive Income (Unaudited)

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(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net earnings	\$604	\$574	\$1,675	\$1,667
Other comprehensive income (loss)				
Investment securities	—	2	17	(1 )
Currency translation adjustments	(4 )	(5 )	2	(10 )
Employee benefit plans	—	—	(2 )	1
Other comprehensive income (loss)	(4 )	(3 )	17	(10 )
Comprehensive income	\$600	\$571	\$1,692	\$1,657
Amounts presented net of taxes.				

See accompanying notes to condensed consolidated financial statements.

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Synchrony Financial and subsidiaries  
Condensed Consolidated Statements of Financial Position

(\$ in millions)	At September 30, 2016 (Unaudited)	At December 31, 2015
<b>Assets</b>		
Cash and equivalents	\$ 13,588	\$ 12,325
Investment securities (Note 3)	3,356	3,142
Loan receivables: (Notes 4 and 5)		
Unsecuritized loans held for investment	47,517	42,826
Restricted loans of consolidated securitization entities	23,127	25,464
Total loan receivables	70,644	68,290
Less: Allowance for loan losses	(4,115)	(3,497)
Loan receivables, net	66,529	64,793
Goodwill	949	949
Intangible assets, net (Note 6)	733	701
Other assets <sup>(a)</sup>	2,004	2,080
Total assets	\$ 87,159	\$ 83,990
<b>Liabilities and Equity</b>		
Deposits: (Note 7)		
Interest-bearing deposit accounts	\$ 49,611	\$ 43,215
Non-interest-bearing deposit accounts	204	152
Total deposits	49,815	43,367
Borrowings: (Notes 5 and 8)		
Borrowings of consolidated securitization entities	12,411	13,589
Bank term loan	—	4,133
Senior unsecured notes	7,756	6,557
Total borrowings	20,167	24,279
Accrued expenses and other liabilities	3,196	3,740
Total liabilities	\$ 73,178	\$ 71,386
<b>Equity:</b>		
Common Stock, par share value \$0.001 per share; 4,000,000,000 shares authorized, 833,984,684 and 833,828,340 shares issued at September 30, 2016 and December 31, 2015, respectively, 825,464,400 and 833,828,340 shares outstanding at September 30, 2016 and December 31, 2015, respectively	\$ 1	\$ 1
Additional paid-in capital	9,381	9,351
Retained earnings	4,861	3,293
Accumulated other comprehensive income (loss):		
Investment securities	7	(10)
Currency translation adjustments	(17)	(19)
Other	(14)	(12)
Treasury Stock, at cost; 8,520,284 shares at September 30, 2016	(238)	—
Total equity	13,981	12,604
Total liabilities and equity	\$ 87,159	\$ 83,990

(a) Other assets include restricted cash and equivalents of \$379 million and \$391 million at September 30, 2016 and December 31, 2015, respectively.

See accompanying notes to condensed consolidated financial statements.

Synchrony Financial and subsidiaries  
Condensed Consolidated Statements of Changes in Equity  
(Unaudited)

(\$ in millions, shares in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Equity
	Shares	Amount					
Balance at January 1, 2015	833,765	\$ 1	\$ 9,408	\$ 1,079	\$ (10 )	\$—	\$10,478
Net earnings	—	—	—	1,667	—	—	1,667
Other comprehensive income	—	—	—	—	(10 )	—	(10 )
Stock-based compensation	59	—	24	—	—	—	24
Other	—	—	(1 )	—	—	—	(1 )
Balance at September 30, 2015	833,824	\$ 1	\$ 9,431	\$ 2,746	\$ (20 )	\$—	\$12,158
Balance at January 1, 2016	833,828	\$ 1	\$ 9,351	\$ 3,293	\$ (41 )	\$—	\$12,604
Net earnings	—	—	—	1,675	—	—	1,675
Other comprehensive income	—	—	—	—	17	—	17
Purchases of treasury stock	—	—	—	—	—	(238 )	(238 )
Stock-based compensation	157	—	30	—	—	—	30
Dividends - common stock	—	—	—	(107 )	—	—	(107 )
Balance at September 30, 2016	833,985	\$ 1	\$ 9,381	\$ 4,861	\$ (24 )	\$ (238 )	\$13,981

See accompanying notes to condensed consolidated financial statements.



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Synchrony Financial and subsidiaries  
Condensed Consolidated Statements of Cash Flows  
(Unaudited)

(\$ in millions)	Nine months ended	
	2016	2015
Cash flows - operating activities		
Net earnings	\$1,675	\$1,667
Adjustments to reconcile net earnings to cash provided from operating activities		
Provision for loan losses	2,910	2,129
Deferred income taxes	47	(32 )
Depreciation and amortization	164	127
(Increase) decrease in interest and fees receivable	(105 )	(18 )
(Increase) decrease in other assets	29	8
Increase (decrease) in accrued expenses and other liabilities	(321 )	125
All other operating activities	388	289
Cash provided from (used for) operating activities	4,787	4,295
Cash flows - investing activities		
Maturity and redemption of investment securities	1,038	2,747
Purchases of investment securities	(1,241 )	(4,747 )
Acquisition of loan receivables	(54 )	(1,056 )
Net (increase) decrease in restricted cash and equivalents	12	787
Proceeds from sale of loan receivables	—	392
Net (increase) decrease in loan receivables	(4,773 )	(3,433 )
All other investing activities	(133 )	(300 )
Cash provided from (used for) investing activities	(5,151 )	(5,610 )
Cash flows - financing activities		
Borrowings of consolidated securitization entities		
Proceeds from issuance of securitized debt	3,766	2,793
Maturities and repayment of securitized debt	(4,949 )	(4,132 )
Third-party debt		
Proceeds from issuance of third-party debt	1,193	1,983
Maturities and repayment of third-party debt	(4,151 )	(3,594 )
Related party debt		
Maturities and repayment of related party debt	—	(655 )
Net increase (decrease) in deposits	6,119	5,364
Purchase of treasury stock	(238 )	—
Dividends paid on common stock	(107 )	—
All other financing activities	(6 )	(1 )
Cash provided from (used for) financing activities	1,627	1,758
Increase (decrease) in cash and equivalents	1,263	443
Cash and equivalents at beginning of period	12,325	11,828
Cash and equivalents at end of period	\$13,588	\$12,271

See accompanying notes to condensed consolidated financial statements.



Synchrony Financial and subsidiaries  
Notes to Condensed Consolidated Financial Statements (Unaudited)

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**NOTE 1. BUSINESS DESCRIPTION**

Synchrony Financial (the “Company”) provides a range of credit products through programs it has established with a diverse group of national and regional retailers, local merchants, manufacturers, buying groups, industry associations and healthcare service providers. We offer private label and co-branded Dual Card credit cards, promotional financing and installment lending, loyalty programs and FDIC-insured savings products through Synchrony Bank (the “Bank”). In November 2015, Synchrony Financial became a stand-alone savings and loan holding company following the completion of General Electric Company’s (“GE”) exchange offer, in which GE exchanged shares of GE common stock for all of the shares of our common stock it owned (the “Separation”).

References to the “Company”, “we”, “us” and “our” are to Synchrony Financial and its consolidated subsidiaries unless the context otherwise requires.

**NOTE 2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**

The accompanying condensed consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles (“GAAP”).

Preparing financial statements in conformity with U.S. GAAP requires us to make estimates based on assumptions about current, and for some estimates future, economic and market conditions (for example, unemployment, housing, interest rates and market liquidity) which affect reported amounts and related disclosures in our condensed consolidated financial statements. Although our current estimates contemplate current conditions and how we expect them to change in the future, as appropriate, it is reasonably possible that actual conditions could be different than anticipated in those estimates, which could materially affect our results of operations and financial position. Among other effects, such changes could result in incremental losses on loan receivables, future impairments of investment securities, goodwill and intangible assets, increases in reserves for contingencies, establishment of valuation allowances on deferred tax assets and increases in our tax liabilities.

We conduct our operations within the United States and Canada. Substantially all of our revenues are from U.S. customers. The operating activities conducted by our non-U.S. affiliates use the local currency as their functional currency. The effects of translating the financial statements of these non-U.S. affiliates to U.S. dollars are included in equity. Asset and liability accounts are translated at year-end exchange rates, while revenues and expenses are translated at average rates for the respective periods.

**Consolidated Basis of Presentation**

The Company’s financial statements have been prepared on a consolidated basis. Under this basis of presentation, our financial statements consolidate all of our subsidiaries – i.e., entities in which we have a controlling financial interest, most often because we hold a majority voting interest.

To determine if we hold a controlling financial interest in an entity, we first evaluate if we are required to apply the variable interest entity (“VIE”) model to the entity, otherwise the entity is evaluated under the voting interest model. Where we hold current or potential rights that give us the power to direct the activities of a VIE that most significantly impact the VIE’s economic performance (“power”) combined with a variable interest that gives us the right to receive potentially significant benefits or the obligation to absorb potentially significant losses (“significant economics”), we have a controlling financial interest in that VIE. Rights held by others to remove the party with power over the VIE are not considered unless one party can exercise those rights unilaterally. We consolidate certain securitization entities under the VIE model because we have both power and significant economics. See Note 5. Variable Interest Entities.

Interim Period Presentation

The condensed consolidated financial statements and notes thereto are unaudited. These statements include all adjustments (consisting of normal recurring accruals) that we considered necessary to present a fair statement of our results of operations, financial position and cash flows. The results reported in these condensed consolidated financial statements should not be considered as necessarily indicative of results that may be expected for the entire year. These condensed consolidated financial statements should be read in conjunction with our 2015 annual consolidated and combined financial statements and the related notes in our Annual Report on Form 10-K for the year ended December 31, 2015 (our "2015 Form 10-K").

Summary of Significant Accounting Policies

In January 2016, we adopted ASU 2015-03, Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires the presentation of deferred issuance costs related to a recognized debt liability as a direct deduction from the carrying amount of the debt liability. Accordingly, for issuance costs associated with our borrowings and certain brokered deposits, we have revised our presentation of other assets, borrowings and interest-bearing deposit accounts for each period presented to conform to the current period presentation.

See Note 2. Basis of Presentation and Summary of Significant Accounting Policies to our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K, for additional information on our significant accounting policies.

NOTE 3. INVESTMENT SECURITIES

All of our investment securities are classified as available-for-sale and are held to meet our liquidity objectives and to comply with the Community Reinvestment Act. Our investment securities consist of the following:

(\$ in millions)	September 30, 2016				December 31, 2015			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Debt								
U.S. government and federal agency	\$2,100	\$ 1	\$ —	\$ 2,101	\$2,768	\$ —	\$ (7 )	\$ 2,761
State and municipal	47	2	—	49	51	1	(3 )	49
Residential mortgage-backed <sup>(a)</sup>	1,183	9	(1 )	1,191	323	1	(7 )	317
Equity	15	—	—	15	15	—	—	15
Total	\$3,345	\$ 12	\$ (1 )	\$ 3,356	\$3,157	\$ 2	\$ (17 )	\$ 3,142

<sup>(a)</sup> All of our residential mortgage-backed securities have been issued by government-sponsored entities and are collateralized by U.S. mortgages. At September 30, 2016 and December 31, 2015, \$370 million and \$317 million, respectively, are pledged by the Bank as collateral to the Federal Reserve to secure Federal Reserve Discount Window advances.

The following table presents the estimated fair values and gross unrealized losses of our available-for-sale investment securities:

(\$ in millions)	In loss position for			
	Less than 12 months		12 months or more	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
At September 30, 2016				
Debt				
U.S. government and federal agency	\$—	\$ —	\$—	\$ —
State and municipal	1	—	5	—
Residential mortgage-backed	114	—	42	(1 )
Equity	1	—	—	—
Total	\$116	\$ —	\$47	\$ (1 )

At December 31, 2015

Debt				
U.S. government and federal agency	\$2,611	\$ (7 )	\$—	\$ —
State and municipal	40	(3 )	—	—
Residential mortgage-backed	175	(3 )	91	(4 )
Equity	1	—	—	—
Total	\$2,827	\$ (13 )	\$91	\$ (4 )

We regularly review investment securities for impairment using both qualitative and quantitative criteria. We presently do not intend to sell our debt securities that are in an unrealized loss position and believe that it is not more likely than not that we will be required to sell these securities before recovery of our amortized cost.

There were no other-than-temporary impairments recognized for the three and nine months ended September 30, 2016 and 2015.

Contractual Maturities of Investments in Available-for-Sale Debt Securities (excluding residential mortgage-backed securities)

At September 30, 2016 (\$ in millions)	Amortized cost	Estimated fair value
Due		
Within one year	\$ 2,100	\$ 2,101
After one year through five years	\$ 1	\$ 1
After five years through ten years	\$ 1	\$ 1
After ten years	\$ 45	\$ 47

We expect actual maturities to differ from contractual maturities because borrowers have the right to prepay certain obligations.

There were no material realized gains or losses recognized for the three and nine months ended September 30, 2016 and 2015.

Although we generally do not have the intent to sell any specific securities held at September 30, 2016, in the ordinary course of managing our investment securities portfolio, we may sell securities prior to their maturities for a variety of reasons, including diversification, credit quality, yield, liquidity requirements and funding obligations.

NOTE 4. LOAN RECEIVABLES AND ALLOWANCE FOR LOAN LOSSES

(\$ in millions)	September 30, 2016	December 31, 2015
Credit cards	\$ 67,858	\$ 65,773
Consumer installment loans	1,361	1,154
Commercial credit products	1,385	1,323
Other	40	40
Total loan receivables, before allowance for losses <sup>(a)(b)</sup>	\$ 70,644	\$ 68,290

Total loan receivables include \$23.1 billion and \$25.5 billion of restricted loans of consolidated securitization (a) entities at September 30, 2016 and December 31, 2015, respectively. See Note 5. Variable Interest Entities for further information on these restricted loans.

(b) At September 30, 2016 and December 31, 2015, loan receivables included deferred expense, net of deferred income, of \$72 million and \$63 million, respectively.

Allowance for Loan Losses

(\$ in millions)	Balance at July 1, 2016	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2016
Credit cards	\$ 3,800	\$ 964	\$ (919 )	\$ 172	\$ 4,017
Consumer installment loans	39	11	(11 )	4	43
Commercial credit products	53	12	(13 )	2	54
Other	2	(1 )	—	—	\$ 1
Total	\$ 3,894	\$ 986	\$ (943 )	\$ 178	\$ 4,115

(\$ in millions)	Balance at July 1, 2015	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2015
Credit cards	\$ 3,229	\$ 691	\$ (765 )	\$ 147	\$ 3,302
Consumer installment loans	23	6	(8 )	2	23
Commercial credit products	49	5	(11 )	2	45
Other	1	—	—	—	\$ 1
Total	\$ 3,302	\$ 702	\$ (784 )	\$ 151	\$ 3,371

(\$ in millions)	Balance at January 1, 2016	Provision charged to operations	Gross charge-offs	Recoveries	Balance at September 30, 2016
Credit cards	\$ 3,420	\$ 2,836	\$ (2,820 )	\$ 581	\$ 4,017
Consumer installment loans	26	38	(31 )	10	43
Commercial credit products	50	36	(39 )	7	54
Other	1	—	—	—	\$ 1
Total	\$ 3,497	\$ 2,910	\$ (2,890 )	\$ 598	\$ 4,115

(\$ in millions)	Balance at	Provision charged to	Gross charge-offs	Recoveries	Balance at September
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	January operations		30, 2015		
	1, 2015				
Credit cards	\$ 3,169	\$ 2,083	\$ (2,413 )	\$ 463	\$ 3,302
Consumer installment loans	22	15	(24 )	10	23
Commercial credit products	45	30	(35 )	5	45
Other	—	1	—	—	1
Total	\$ 3,236	\$ 2,129	\$ (2,472 )	\$ 478	\$ 3,371

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## Delinquent and Non-accrual Loans

At September 30, 2016 (\$ in millions)	30-89 days delinquent	90 or more days delinquent	Total past due	90 or more days delinquent and accruing	Total non-accruing
Credit cards	\$ 1,624	\$ 1,315	\$2,939	\$ 1,315	\$ —
Consumer installment loans	18	3	21	—	3
Commercial credit products	32	16	48	16	—
Total delinquent loans	\$ 1,674	\$ 1,334	\$3,008	\$ 1,331	\$ 3
Percentage of total loan receivables <sup>(a)</sup>	2.4 %	1.9 %	4.3 %	1.9 %	— %
At December 31, 2015 (\$ in millions)	30-89 days delinquent	90 or more days delinquent	Total past due	90 or more days delinquent and accruing	Total non-accruing
Credit cards	\$ 1,451	\$ 1,257	\$2,708	\$ 1,257	\$ —
Consumer installment loans	16	3	19	—	3
Commercial credit products	32	13	45	13	—
Total delinquent loans	\$ 1,499	\$ 1,273	\$2,772	\$ 1,270	\$ 3
Percentage of total loan receivables <sup>(a)</sup>	2.2 %	1.9 %	4.1 %	1.9 %	— %

(a) Percentages are calculated based on period-end balances.

## Impaired Loans and Troubled Debt Restructurings

Most of our non-accrual loan receivables are smaller balance loans evaluated collectively, by portfolio, for impairment and therefore are outside the scope of the disclosure requirements for impaired loans. Accordingly, impaired loans represent restructured smaller balance homogeneous loans meeting the definition of a Troubled Debt Restructuring (“TDR”). We use certain loan modification programs for borrowers experiencing financial difficulties. These loan modification programs include interest rate reductions and payment deferrals in excess of three months, which were not part of the terms of the original contract.

We have both internal and external loan modification programs. The internal loan modification programs include both temporary and permanent programs. For our credit card customers, the temporary hardship program primarily consists of a reduced minimum payment and an interest rate reduction, both lasting for a period no longer than 12 months. The permanent workout program involves changing the structure of the loan to a fixed payment loan with a maturity no longer than 60 months and reducing the interest rate on the loan. The permanent program does not normally provide for the forgiveness of unpaid principal but may allow for the reversal of certain unpaid interest or fee assessments. We also make loan modifications for customers who request financial assistance through external sources, such as consumer credit counseling agency programs. These loans typically receive a reduced interest rate but continue to be subject to the original minimum payment terms and do not normally include waiver of unpaid principal, interest or fees. The following table provides information on loans that entered a loan modification program during the periods presented:

Three months ended September	Nine months ended September

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	30,	30,		
(\$ in millions)	2016	2015	2016	2015
Credit cards	\$164	\$135	\$415	\$362
Consumer installment loans	—	—	—	—
Commercial credit products	1	1	2	4
Total	\$165	\$136	\$417	\$366

Our allowance for loan losses on TDRs is generally measured based on the difference between the recorded loan receivable and the present value of the expected future cash flows, discounted at the original effective interest rate of the loan. Interest income from loans accounted for as TDRs is accounted for in the same manner as other accruing loans.

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The following table provides information about loans classified as TDRs and specific reserves. We do not evaluate credit card loans for impairment on an individual basis but instead estimate an allowance for loan losses on a collective basis. As a result, there are no impaired loans for which there is no allowance.

	Total recorded investment	Related allowance	Net recorded investment	Unpaid principal balance
At September 30, 2016 (\$ in millions)				
Credit cards	\$ 810	\$ (281 )	\$ 529	\$ 713
Consumer installment loans	—	—	—	—
Commercial credit products	6	(3 )	3	6
Total	\$ 816	\$ (284 )	\$ 532	\$ 719
At December 31, 2015 (\$ in millions)				
Credit cards	\$ 756	\$ (256 )	\$ 500	\$ 659
Consumer installment loans	—	—	—	—
Commercial credit products	7	(3 )	4	6
Total	\$ 763	\$ (259 )	\$ 504	\$ 665

Financial Effects of TDRs

As part of our loan modifications for borrowers experiencing financial difficulty, we may provide multiple concessions to minimize our economic loss and improve long-term loan performance and collectability. The following table presents the types and financial effects of loans modified and accounted for as TDRs during the periods presented:

(\$ in millions)	Three months ended September 30, 2016			2015		
	Interest income that recognized during period when loans were impaired	Average recorded investment	Interest income that recognized during period when loans were impaired	Average recorded investment		
Credit cards	\$12\$ 45	\$ 793	\$12\$ 38	\$ 721		
Consumer installment loans	— —	—	— —	—		
Commercial credit products	— 1	6	— —	7		
Total	\$12\$ 46	\$ 799	\$12\$ 38	\$ 728		

(\$ in millions)	Nine months ended September 30, 2016			2015		
	Interest income that recognized during period when loans were impaired	Average recorded investment	Interest income that recognized during period when loans were impaired	Average recorded investment		
Credit cards	\$12\$ 45	\$ 793	\$12\$ 38	\$ 721		
Consumer installment loans	— —	—	— —	—		
Commercial credit products	— 1	6	— —	7		
Total	\$12\$ 46	\$ 799	\$12\$ 38	\$ 728		

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Credit cards	\$36\$ 130	\$ 778	\$37\$ 110	\$ 718
Consumer installment loans	— —	—	— —	—
Commercial credit products	— 1	6	— 1	8
Total	\$36\$ 131	\$ 784	\$37\$ 111	\$ 726

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## Payment Defaults

The following table presents the type, number and amount of loans accounted for as TDRs that enrolled in a modification plan within the previous 12 months and experienced a payment default during the periods presented. A customer defaults from a modification program after two consecutive missed payments.

(\$ in millions)	Three months ended September 30, 2016		2015	
	Accounts defaulted	Loans defaulted	Accounts defaulted	Loans defaulted
Credit cards	14,779	\$ 30	12,406	\$ 24
Consumer installment loans	—	—	—	—
Commercial credit products	34	—	49	1
Total	14,813	\$ 30	12,455	\$ 25

  

(\$ in millions)	Nine months ended September 30, 2016		2015	
	Accounts defaulted	Loans defaulted	Accounts defaulted	Loans defaulted
Credit cards	29,982	\$ 61	24,692	\$ 49
Consumer installment loans	—	—	—	—
Commercial credit products	82	—	91	1
Total	30,064	\$ 61	24,783	\$ 50

## Credit Quality Indicators

Our loan receivables portfolio includes both secured and unsecured loans. Secured loan receivables are largely comprised of consumer installment loans secured by equipment. Unsecured loan receivables are largely comprised of our open-ended consumer and commercial revolving credit card loans. As part of our credit risk management activities, on an ongoing basis, we assess overall credit quality by reviewing information related to the performance of a customer's account with us, as well as information from credit bureaus, such as a Fair Isaac Corporation ("FICO") or other credit scores, relating to the customer's broader credit performance. FICO scores are generally obtained at origination of the account and are refreshed, at a minimum quarterly, but could be as often as weekly, to assist in predicting customer behavior. We categorize these credit scores into the following three credit score categories: (i) 661 or higher, which are considered the strongest credits; (ii) 601 to 660, considered moderate credit risk; and (iii) 600 or less, which are considered weaker credits. There are certain customer accounts for which a FICO score is not available where we use alternative sources to assess their credit and predict behavior. The following table provides the most recent FICO scores available for our customers at September 30, 2016 and December 31, 2015, respectively, as a percentage of each class of loan receivable. The table below excludes 0.8% and 0.9% of our total loan receivables balances at September 30, 2016 and December 31, 2015, respectively, which represents those customer accounts for which a FICO score is not available.

	September 30, 2016			December 31, 2015		
	661 or higher	601 to 660	600 or less	661 or higher	601 to 660	600 or less
Credit cards	72.8 %	19.8 %	7.4 %	73.0 %	19.8 %	7.2 %
Consumer installment loans	78.3 %	16.2 %	5.5 %	77.7 %	16.6 %	5.7 %
Commercial credit products	87.0 %	8.5 %	4.5 %	86.8 %	8.7 %	4.5 %

### Unfunded Lending Commitments

We manage the potential risk in credit commitments by limiting the total amount of credit, both by individual customer and in total, by monitoring the size and maturity of our portfolios and by applying the same credit standards for all of our credit products. Unused credit card lines available to our customers totaled approximately \$343 billion and \$322 billion at September 30, 2016 and December 31, 2015, respectively. While these amounts represented the total available unused credit card lines, we have not experienced and do not anticipate that all of our customers will access their entire available line at any given point in time.

### Interest Income by Product

The following table provides additional information about our interest and fees on loans from our loan receivables, including held for sale:

(\$ in millions)	Three months ended		Nine months ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Credit cards	\$3,705	\$3,315	\$10,573	\$9,500
Consumer installment loans	31	27	86	78
Commercial credit products	35	36	103	106
Other	—	1	1	1
Total	\$3,771	\$3,379	\$10,763	\$9,685

### NOTE 5. VARIABLE INTEREST ENTITIES

We use VIEs to securitize loans and arrange asset-backed financing in the ordinary course of business. Investors in these entities only have recourse to the assets owned by the entity and not to our general credit. We do not have implicit support arrangements with any VIE and we did not provide non-contractual support for previously transferred loan receivables to any VIE in the three and nine months ended September 30, 2016 and 2015. Our VIEs are able to accept new loan receivables and arrange new asset-backed financings, consistent with the requirements and limitations on such activities placed on the VIE by existing investors. Once an account has been designated to a VIE, the contractual arrangements we have require all existing and future loans originated under such account to be transferred to the VIE. The amount of loan receivables held by our VIEs in excess of the minimum amount required under the asset-backed financing arrangements with investors may be removed by us under random removal of accounts provisions. All loan receivables held by a VIE are subject to claims of third-party investors.

In evaluating whether we have the power to direct the activities of a VIE that most significantly impact its economic performance, we consider the purpose for which the VIE was created, the importance of each of the activities in which it is engaged and our decision-making role, if any, in those activities that significantly determine the entity's economic performance as compared to other economic interest holders. This evaluation requires consideration of all facts and circumstances relevant to decision-making that affects the entity's future performance and the exercise of professional judgment in deciding which decision-making rights are most important.

In determining whether we have the right to receive benefits or the obligation to absorb losses that could potentially be significant to a VIE, we evaluate all of our economic interests in the entity, regardless of form (debt, equity, management and servicing fees, and other contractual arrangements). This evaluation considers all relevant factors of the entity's design, including: the entity's capital structure, contractual rights to earnings or losses, subordination of our interests relative to those of other investors, as well as any other contractual arrangements that might exist that could have the potential to be economically significant. The evaluation of each of these factors in reaching a conclusion about the potential significance of our economic interests is a matter that requires the exercise of professional judgment.

We consolidate our VIEs because we have the power to direct the activities that significantly affect the VIEs' economic performance, typically because of our role as either servicer or administrator for the VIEs. The power to direct exists because of our role in the design and conduct of the servicing of the VIEs' assets as well as directing certain affairs of the VIEs, including determining whether and on what terms debt of the VIEs will be issued. The loan receivables in these entities have risks and characteristics similar to our other financing receivables and were underwritten to the same standard. Accordingly, the performance of these assets has been similar to our other comparable loan receivables; however, the blended performance of the pools of receivables in these entities reflects the eligibility criteria that we apply to determine which receivables are selected for transfer. Contractually, the cash flows from these financing receivables must first be used to pay third-party debt holders, as well as other expenses of the entity. Excess cash flows, if any, are available to us. The creditors of these entities have no claim on our other assets.

The table below summarizes the assets and liabilities of our consolidated securitization VIEs described above.

(\$ in millions)	September 30, December 31,	
	2016	2015
<b>Assets</b>		
Loan receivables, net <sup>(a)</sup>	\$ 22,041	\$ 24,338
Other assets <sup>(b)</sup>	127	127
Total	\$ 22,168	\$ 24,465
<b>Liabilities</b>		
Borrowings	\$ 12,411	\$ 13,589
Other liabilities	20	30
Total	\$ 12,431	\$ 13,619

<sup>(a)</sup> Includes \$1.1 billion of related allowance for loan losses resulting in gross restricted loans of \$23.1 billion and \$25.5 billion at September 30, 2016 and December 31, 2015, respectively.

<sup>(b)</sup> Includes \$118 million of segregated funds held by the VIEs at September 30, 2016 and December 31, 2015, respectively, which are classified as restricted cash and equivalents and included as a component of other assets in our Condensed Consolidated Statements of Financial Position.

The balances presented above are net of intercompany balances and transactions that are eliminated in our condensed consolidated financial statements.

We provide servicing for all of our consolidated VIEs. Collections are required to be placed into segregated accounts owned by each VIE in amounts that meet contractually specified minimum levels. These segregated funds are invested in cash and cash equivalents and are restricted as to their use, principally to pay maturing principal and interest on debt and the related servicing fees. Collections above these minimum levels are remitted to us on a daily basis. Income (principally, interest and fees on loans) earned by our consolidated VIEs was \$1.1 billion and \$1.2 billion for the three months ended September 30, 2016 and 2015, respectively. Related expenses consisted primarily of provision for loan losses of \$212 million and \$191 million for the three months ended September 30, 2016 and 2015, respectively, and interest expense of \$63 million and \$54 million for the three months ended September 30, 2016 and 2015, respectively.

Income (principally, interest and fees on loans) earned by our consolidated VIEs was \$3.4 billion and \$3.7 billion for the nine months ended September 30, 2016 and 2015, respectively. Related expenses consisted primarily of provision for loan losses of \$729 million and \$713 million for the nine months ended September 30, 2016 and 2015, respectively, and interest expense of \$180 million and \$159 million for the nine months ended September 30, 2016 and 2015, respectively. These amounts do not include intercompany transactions, principally fees and interest, which are eliminated in our condensed consolidated financial statements.

## NOTE 6. INTANGIBLE ASSETS

(\$ in millions)	September 30, 2016			December 31, 2015			
	Weighted average useful life	Gross carrying amount	Accumulated amortization	Net	Gross carrying amount	Accumulated amortization	Net
Customer-related	9 years	\$ 1,126	\$ (591)	) \$535	\$1,045	\$ (505)	) \$540
Capitalized software	5 years	335	(137)	) 198	253	(92)	) 161
Total		\$ 1,461	\$ (728)	) \$733	\$1,298	\$ (597)	) \$701

During the nine months ended September 30, 2016, we recorded additions to intangible assets subject to amortization of \$163 million, primarily related to capitalized software expenditures related to the build of our stand-alone information technology infrastructure, as well as customer-related intangible assets. Customer-related intangible assets primarily relate to retail partner contract acquisitions and extensions, as well as purchased credit card relationships. Amortization expense related to retail partner contracts was \$26 million and \$21 million for the three months ended September 30, 2016 and 2015, respectively, and \$76 million and \$63 million for the nine months ended September 30, 2016 and September 30, 2015, respectively and is included as a component of marketing and business development expense in our Condensed Consolidated Statements of Earnings. All other amortization expense was \$18 million and \$17 million for the three months ended September 30, 2016 and 2015, respectively, and \$55 million and \$42 million for the nine months ended September 30, 2016 and 2015, respectively and is included as a component of other expense in our Condensed Consolidated Statements of Earnings.

## NOTE 7. DEPOSITS

(\$ in millions)	September 30, 2016		December 31, 2015		
	Amount	Average rate <sup>(a)</sup>	Amount	Average rate <sup>(a)</sup>	
Interest-bearing deposits	\$49,611	1.6	% \$43,215	1.6	%
Non-interest-bearing deposits	204	—	152	—	
Total deposits	\$49,815		\$43,367		

(a) Based on interest expense for the nine months ended September 30, 2016 and the year ended December 31, 2015 and average deposits balances.

At September 30, 2016 and December 31, 2015, interest-bearing deposits included \$14.0 billion and \$11.9 billion, respectively, of certificates of deposit of \$100,000 or more. Of the total certificates of deposit of \$100,000 or more, \$4.3 billion and \$3.6 billion were certificates of deposit of \$250,000 or more at September 30, 2016 and December 31, 2015, respectively.

At September 30, 2016, our interest-bearing time deposits maturing for the remainder of 2016 and over the next four years and thereafter were as follows:

(\$ in millions)	2016	2017	2018	2019	2020	Thereafter
Deposits	\$2,942	\$13,921	\$4,089	\$4,141	\$2,855	\$4,051

The above maturity table excludes \$15.3 billion of demand deposits with no defined maturity. In addition, at September 30, 2016, we had \$2.3 billion of broker network deposit sweeps procured through a program arranger who channels brokerage account deposits to us. Unless extended, the contracts associated with these broker network deposit sweeps will terminate between 2019 and 2021.

## NOTE 8. BORROWINGS

(\$ in millions)	September 30, 2016		Weighted average interest rate	December 31, 2015	
	Maturity date	Interest Rate		Outstanding Amount <sup>(a)</sup>	Outstanding Amount <sup>(a)</sup>
Borrowings of consolidated securitization entities:					
Fixed securitized borrowings	2017 - 2021	1.35% - 4.47%	1.90 %	\$ 8,704	\$ 6,383
Floating securitized borrowings	2017 - 2019	1.02% - 1.64%	1.32 %	3,707	7,206
Total borrowings of consolidated securitization entities			1.72 %	12,411	13,589
Senior unsecured notes:					
Fixed senior unsecured notes	2017 - 2026	1.87% - 4.50%	3.41 %	6,809	6,308
Floating senior unsecured notes	2017 - 2020	1.98% - 2.20%	2.14 %	947	249
Total senior unsecured notes			3.25 %	7,756	6,557
Bank term loan				—	4,133
Total borrowings				\$ 20,167	\$ 24,279

(a) The amounts presented above for outstanding borrowings include unamortized debt premiums, discounts and issuance cost.

The following table summarizes the maturities of the principal amount of our borrowings of consolidated securitization entities and senior unsecured notes for the remainder of 2016 and over the next four years and thereafter:

(\$ in millions)	2016	2017	2018	2019	2020	Thereafter
Borrowings	\$ —	\$4,377	\$3,157	\$6,435	\$2,098	\$ 4,158

## Third-Party Debt

## Bank Term Loan

During the nine months ended September 30, 2016, we prepaid \$4.1 billion representing all of the remaining outstanding indebtedness under the Bank Term Loan.

## Senior Unsecured Notes

## 2016 Issuances (\$ in millions):

Issuance Date	Principal Amount	Maturity	Interest Rate
May 9, 2016	\$ 500	2017	Floating rate (three-month LIBOR plus 1.40%)
August 4, 2016	\$ 500	2026	3.700% senior unsecured notes
August 9, 2016	\$ 200	2017	Floating rate (three-month LIBOR plus 1.40%)

## Credit Facilities

As additional sources of liquidity, we have certain undrawn credit facilities, primarily related to our securitization program. In July 2016, we entered into a three-year unsecured revolving credit facility with private lenders (the "Revolving Credit Facility"), which provides \$0.5 billion of committed capacity.

At September 30, 2016, we had an aggregate of \$6.6 billion of undrawn committed capacity under our securitization programs and all of the committed capacity under the Revolving Credit Facility was undrawn, subject to customary borrowing conditions.

## NOTE 9. FAIR VALUE MEASUREMENTS

For a description of how we estimate fair value, see Note 2. Basis of Presentation and Summary of Significant Accounting Policies in our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K. The following tables present our assets and liabilities measured at fair value on a recurring basis. Included in the tables are debt and equity securities.

## Recurring Fair Value Measurements

The following tables present our assets measured at fair value on a recurring basis.

At September 30, 2016 (\$ in millions)	Level 1	Level 2	Level 3	Total
Assets				
Investment securities				
Debt				
U.S. Government and Federal Agency	\$ —	\$2,101	\$ —	\$2,101
State and municipal	—	—	49	49
Residential mortgage-backed	—	1,191	—	1,191
Equity	15	—	—	15
Total	\$ 15	\$3,292	\$ 49	\$3,356

At December 31, 2015 (\$ in millions)

Assets				
Investment securities				
Debt				
U.S. Government and Federal Agency	\$ —	\$2,761	\$ —	\$2,761
State and municipal	—	—	49	49
Residential mortgage-backed	—	317	—	317
Equity	15	—	—	15
Total	\$ 15	\$3,078	\$ 49	\$3,142

For the nine months ended September 30, 2016, there were no securities transferred between Level 1 and Level 2 or between Level 2 and Level 3. At September 30, 2016 and December 31, 2015, we did not have any significant liabilities measured at fair value on a recurring basis.

Our Level 3 recurring fair value measurements primarily relate to state and municipal debt instruments which are valued using non-binding broker quotes or other third-party sources. For a description of our process to evaluate third-party pricing servicers, see Note 2. Basis of Presentation and Summary of Significant Accounting Policies in our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K. Our state and municipal debt securities are classified as available-for-sale with changes in fair value included in accumulated other comprehensive income.

The following table presents the changes in our Level 3 debt instruments that are measured on a recurring basis for the three and nine months ended September 30, 2016 and 2015.

Changes in Level 3 Instruments

(\$ in millions)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Balance at beginning of period	\$49	\$54	\$49	\$60
Net realized/unrealized gains (losses)	2	—	4	2
Purchases	—	—	—	—
Sales	—	—	—	(6 )
Settlements	(2 )	(4 )	(4 )	(6 )
Balance at end of period	\$49	\$50	\$49	\$50

Non-Recurring Fair Value Measurements

We hold certain assets that have been measured at fair value on a non-recurring basis at September 30, 2016 and 2015. These assets can include repossessed assets and cost method investments that are written down to fair value when they are impaired, as well as loan receivables held for sale. Assets that are written down to fair value when impaired are not subsequently adjusted to fair value unless further impairment occurs. The assets held by us that were measured at fair value on a non-recurring basis and the effects of the remeasurement to fair value were not material for all periods presented.

Financial Assets and Financial Liabilities Carried at Other than Fair Value

At September 30, 2016 (\$ in millions)	Carrying value	Corresponding Total	Corresponding fair value Level 1	Level 2	amount Level 3
<b>Financial Assets</b>					
Financial assets for which carrying values equal or approximate fair value:					
Cash and equivalents <sup>(a)</sup>	\$ 13,588	\$13,588	\$13,388	\$200	\$—
Other assets <sup>(b)</sup>	\$ 379	\$379	\$379	\$—	\$—
Financial assets carried at other than fair value:					
Loan receivables, net <sup>(c)</sup>	\$ 66,529	\$73,444	\$—	\$—	\$73,444
<b>Financial Liabilities</b>					
Financial liabilities carried at other than fair value:					
Deposits	\$49,815	\$50,486	\$—	\$50,486	\$—
Borrowings of consolidated securitization entities	\$12,411	\$12,507	\$—	\$9,248	\$3,259
Senior unsecured notes	\$7,756	\$8,057	\$—	\$8,057	\$—
At December 31, 2015 (\$ in millions)	Carrying value	Corresponding Total	Corresponding fair value Level 1	Level 2	amount Level 3
<b>Financial Assets</b>					
Financial assets for which carrying values equal or approximate fair value:					
Cash and equivalents <sup>(a)</sup>	\$ 12,325	\$12,325	\$11,865	\$460	\$—
Other assets <sup>(b)</sup>	\$ 391	\$391	\$391	\$—	\$—
Financial assets carried at other than fair value:					
Loan receivables, net <sup>(c)</sup>	\$ 64,793	\$71,386	\$—	\$—	\$71,386
<b>Financial Liabilities</b>					
Financial liabilities carried at other than fair value:					
Deposits	\$43,367	\$43,840	\$—	\$43,840	\$—
Borrowings of consolidated securitization entities	\$13,589	\$13,562	\$—	\$7,566	\$5,996
Bank term loan	\$4,133	\$4,125	\$—	\$—	\$4,125
Senior unsecured notes	\$6,557	\$6,574	\$—	\$6,574	\$—

For cash and equivalents, carrying value approximates fair value due to the liquid nature and short maturity of (a) these instruments. Cash equivalents classified as Level 2 represent U.S. Government and Federal Agency debt securities with original maturities of three months or less.

(b) This balance relates to restricted cash and equivalents, which is included in other assets.

Under certain retail partner program agreements, the expected sales proceeds related to the sale of their credit card (c) portfolio may be limited to the amounts owed by our customers, which may be less than the fair value indicated above.

**NOTE 10. REGULATORY AND CAPITAL ADEQUACY**

As a savings and loan holding company, we are subject to regulation, supervision and examination by the Federal Reserve Board. The Bank is a federally chartered savings association. As such, the Bank is subject to regulation, supervision and examination by the OCC, which is its primary regulator, and by the Consumer Financial Protection Bureau (“CFPB”). In addition, the Bank, as an insured depository institution, is supervised by the Federal Deposit Insurance Corporation.

Following the approval from the Federal Reserve Board to become a stand-alone savings and loan holding company, the Company is now subject to the capital requirements as prescribed by Basel III capital rules and the requirements of the Dodd-Frank Act.

Failure to meet minimum capital requirements can initiate certain mandatory and, possibly, additional discretionary actions by regulators that, if undertaken, could limit our business activities and have a material adverse effect on our consolidated financial statements. Under capital adequacy guidelines, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us and the Bank to maintain minimum amounts and ratios (set forth in the following table) of Total, Tier 1 and common equity Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average assets (as defined). For Synchrony Financial to be a well-capitalized savings and loan holding company, the Bank must be well-capitalized and Synchrony Financial must not be subject to any written agreement, order, capital directive, or prompt corrective action directive issued by the Federal Reserve Board to meet and maintain a specific capital level for any capital measure.

At September 30, 2016 and December 31, 2015, Synchrony Financial met all applicable requirements to be deemed well-capitalized pursuant to Federal Reserve Board regulations, and the Bank also met all applicable requirements to be deemed well-capitalized pursuant to OCC regulations and for purposes of the Federal Deposit Insurance Act. There are no conditions or events subsequent to September 30, 2016 that management believes have changed the Company's or the Bank's capital category.

The actual capital amounts, ratios and the applicable required minimums of the Company and the Bank are as follows:  
Synchrony Financial

At September 30, 2016 (\$ in millions)	Actual		Minimum for capital adequacy purposes			
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio <sup>(b)</sup>	Amount	Ratio <sup>(b)</sup>
Total risk-based capital	\$13,794	19.5	% \$5,653	8.0	%	
Tier 1 risk-based capital	\$12,871	18.2	% \$4,240	6.0	%	
Tier 1 leverage	\$12,871	15.3	% \$3,356	4.0	%	
Common equity Tier 1 Capital	\$12,871	18.2	% \$3,180	4.5	%	
			Minimum for capital adequacy purposes			
At December 31, 2015 (\$ in millions)	Actual		Minimum for capital adequacy purposes			
	Amount	Ratio <sup>(a)</sup>	Amount	Ratio	Amount	Ratio
Total risk-based capital	\$12,531	18.1	% \$5,538	8.0	%	
Tier 1 risk-based capital	\$11,633	16.8	% \$4,153	6.0	%	
Tier 1 leverage	\$11,633	14.4	% \$3,236	4.0	%	
Common equity Tier 1 Capital	\$11,633	16.8	% \$3,115	4.5	%	



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Synchrony Bank

At September 30, 2016 (\$ in millions)	Actual	Minimum for capital adequacy purposes		Minimum to be well-capitalized under prompt corrective action provisions		
		Amount	Ratio <sup>(a)</sup>	Amount	Ratio	
Total risk-based capital	\$9,559	17.4 %	\$4,407	8.0 %	\$5,509	10.0 %
Tier 1 risk-based capital	\$8,836	16.0 %	\$3,306	6.0 %	\$4,407	8.0 %
Tier 1 leverage	\$8,836	13.3 %	\$2,659	4.0 %	\$3,324	5.0 %
Common equity Tier I capital	\$8,836	16.0 %	\$2,479	4.5 %	\$3,581	6.5 %

  

At December 31, 2015 (\$ in millions)	Actual	Minimum for capital adequacy purposes		Minimum to be well-capitalized under prompt corrective action provisions		
		Amount	Ratio <sup>(a)</sup>	Amount	Ratio	
Total risk-based capital	\$8,442	16.6 %	\$4,064	8.0 %	\$5,080	10.0 %
Tier 1 risk-based capital	\$7,781	15.3 %	\$3,048	6.0 %	\$4,064	8.0 %
Tier 1 leverage	\$7,781	13.1 %	\$2,384	4.0 %	\$2,980	5.0 %
Common equity Tier I capital	\$7,781	15.3 %	\$2,286	4.5 %	\$3,302	6.5 %

(a) Capital ratios are calculated based on the Basel III Standardized Approach rules, subject to applicable transition provisions, at September 30, 2016 and December 31, 2015.

(b) For calendar year 2016, Synchrony Financial and the Bank also must maintain a capital conservation buffer of common equity Tier 1 capital in excess of minimum risk-based capital ratios by at least 0.625 percentage points to avoid limits on capital distributions and certain discretionary bonus payments to executive officers and similar employees.

The Bank may pay dividends on its stock, with consent or non-objection from the OCC and the Federal Reserve Board, among other things, if its regulatory capital would not thereby be reduced below the applicable regulatory capital requirements.

NOTE 11. EARNINGS PER SHARE

Basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the assumed conversion of all dilutive securities.

The following table presents the calculation of basic and diluted earnings per share:

(in millions, except per share data)	Three months ended		Nine months ended	
	September 2016	September 2015	September 30, 2016	September 30, 2015
Net earnings	\$604	\$574	\$1,675	\$1,667
Weighted average common shares outstanding, basic	828	834	832	834
Effect of dilutive securities	3	2	2	1
Weighted average common shares outstanding, dilutive	831	836	834	835

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Earnings per basic common share	\$0.73	\$0.69	\$2.01	\$2.00
Earnings per diluted common share	\$0.73	\$0.69	\$2.01	\$2.00

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We have issued certain stock based awards under the Synchrony Financial 2014 Long-Term Incentive Plan. A total of approximately 3 million and 1 million shares related to these awards were considered anti-dilutive and therefore were excluded from the computation of diluted earnings per share for the three and nine months ended September 30, 2016 and 2015, respectively.

#### NOTE 12. INCOME TAXES

For periods up to and including the date of Separation, we were included in the consolidated U.S. federal and state income tax returns of GE, where applicable, but also filed certain separate state and foreign income tax returns. For periods after the date of Separation, we file separate consolidated U.S. federal and state income tax returns. The tax provision is presented on a separate company basis as if we were a separate filer for tax purposes for all periods presented. The effects of tax adjustments and settlements from taxing authorities are presented in our condensed consolidated financial statements in the period in which they occur. Our current obligations for taxes are settled with the relevant tax authority, or GE, as applicable, on an estimated basis and adjusted in later periods as appropriate and are reflected in our consolidated financial statements in the periods in which those settlements occur. We recognize the current and deferred tax consequences of all transactions that have been recognized in the financial statements using the provisions of the enacted tax laws. In calculating the provision for interim income taxes, in accordance with Accounting Standards Codification 740, Income Taxes, we apply an estimated annual effective tax rate to year-to-date ordinary income. At the end of each interim period, we estimate the effective tax rate expected to be applicable for the full fiscal year. See “Management's Discussion and Analysis—Critical Accounting Estimates” in our 2015 Form 10-K, for a discussion of the significant judgments and estimates related to income taxes.

For periods prior to separation, we are under continuous examination by the Internal Revenue Service (“IRS”) and the tax authorities of various states as part of their audit of GE’s tax returns. The IRS is currently auditing GE's consolidated U.S. income tax returns for 2012 and 2013. We are under examination in various states going back to 2008 as part of their audit of GE’s tax returns. We are not currently under audit with respect to any post-separation periods. We believe that there are no issues or claims that are likely to significantly impact our results of operations, financial position or cash flows. We further believe that we have made adequate provision for all income tax uncertainties that could result from such examinations.

#### Tax Sharing and Separation Agreement

In connection with our initial public offering in August 2014 (“IPO”), we entered into a Tax Sharing and Separation Agreement (“TSSA”), which governs certain separation-related tax matters between the Company and GE following the IPO. The TSSA governs the allocation of the responsibilities for the taxes of the GE group between GE and the Company. The TSSA also allocates rights, obligations and responsibilities in connection with certain administrative matters relating to the preparation of tax returns and control of tax audits and other proceedings relating to taxes. See Note 14. Income Taxes to our 2015 annual consolidated and combined financial statements in our 2015 Form 10-K for additional information on the TSSA.

#### Unrecognized Tax Benefits

(\$ in millions)	September 30, December 31,	
	2016	2015
Unrecognized tax benefits, excluding related interest expense and penalties	\$ 167	\$ 327
Portion that, if recognized, would reduce tax expense and effective tax rate <sup>(a)</sup>	90	79
Accrued interest on unrecognized tax benefits	10	3
Accrued penalties on unrecognized tax benefits	—	—

Includes gross state and local unrecognized tax benefits net of the effects of associated U.S. federal income taxes.

(a) Excludes amounts attributable to any related valuation allowances resulting from associated increases in deferred tax assets.

We compute our unrecognized tax benefits on a separate return basis. For unrecognized tax benefits associated with periods prior to 2014, we will settle our liabilities, as required, in accordance with the TSSA. The amount of uncertain tax liabilities that may be resolved in the next twelve months is not expected to be material to our results of operations.

**NOTE 13. LEGAL PROCEEDINGS AND REGULATORY MATTERS**

In the normal course of business, from time to time, we have been named as a defendant in various legal proceedings, including arbitrations, class actions and other litigation, arising in connection with our business activities. Certain of the legal actions include claims for substantial compensatory and/or punitive damages, or claims for indeterminate amounts of damages. We are also involved, from time to time, in reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding our business (collectively, “regulatory matters”), which could subject us to significant fines, penalties, obligations to change our business practices or other requirements resulting in increased expenses, diminished income and damage to our reputation. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal and regulatory matters when those matters present loss contingencies which are both probable and reasonably estimable.

Legal proceedings and regulatory matters are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued.

For some matters, we are able to determine that an estimated loss, while not probable, is reasonably possible. For other matters, including those that have not yet progressed through discovery and/or where important factual information and legal issues are unresolved, we are unable to make such an estimate. We currently estimate that the reasonably possible losses for legal proceedings and regulatory matters, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings and regulatory matters underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

Our estimate of reasonably possible losses involves significant judgment, given the varying stages of the proceedings, the existence of numerous yet to be resolved issues, the breadth of the claims (often spanning multiple years), unspecified damages and/or the novelty of the legal issues presented. Based on our current knowledge, we do not believe that we are a party to any pending legal proceeding or regulatory matters that would have a material adverse effect on our condensed consolidated financial condition or liquidity. However, in light of the uncertainties involved in such matters, the ultimate outcome of a particular matter could be material to our operating results for a particular period depending on, among other factors, the size of the loss or liability imposed and the level of our earnings for that period, and could adversely affect our business and reputation.

Below is a description of certain of our regulatory matters and legal proceedings.

#### Regulatory Matters

On December 10, 2013, we entered into a Consent Order with the CFPB relating to our CareCredit platform, which required us to pay up to \$34.1 million to qualifying customers and change certain business practices. Some of the business practice changes required by the Consent Order are similar to requirements in an Assurance of Discontinuance that we entered into with the Attorney General for the State of New York on June 3, 2013. The payments required by the Consent Order were completed in 2015.

Our settlements with the CFPB and the New York State Attorney General do not preclude other regulators or state attorneys general from seeking additional monetary or injunctive relief with respect to CareCredit.

On June 19, 2014, we entered into a Consent Order with the CFPB (the "2014 CFPB Consent Order") related to the CFPB's review of the Bank's debt cancellation products and its marketing practices in its telesales channel related to those products. The 2014 CFPB Consent Order required us to refund \$56 million to cardholders who enrolled in a debt cancellation product over the telephone from January 2010 to October 2012 (\$11 million of which was refunded prior to the 2014 CFPB Consent Order), pay civil money penalties of \$3.5 million and change certain business practices. In 2015, we completed the consumer refunds.

The 2014 CFPB Consent Order also resolved a separate CFPB investigation related to potential violations of the Equal Credit Opportunity Act as a result of the Bank's omission of certain Spanish-speaking customers and customers residing in Puerto Rico from certain statement credit and settlement offers that were made to certain delinquent customers. The Bank identified this issue through an audit of its collection operations, reported it to the CFPB and initiated a remediation program. In 2015, we completed our consumer remediation program, which consisted of approximately \$185 million of balance credits and waivers to previously charged-off accounts and approximately \$15 million of other credits or payments. This remediation program included \$132 million of voluntary remediation completed prior to the 2014 CFPB Consent Order. In addition to the consumer remediation, the 2014 CFPB Consent Order required us to implement a fair lending compliance plan (including fair lending reviews, audits and training). Although we do not believe that the 2014 CFPB Consent Order itself will have a material adverse effect on our results of operations going forward, we cannot be sure whether the 2014 CFPB Consent Order will have an adverse impact on our reputation or whether any similar actions will be brought by state attorneys general or others, all of which could have a material adverse effect on us.

On October 30, 2014, the United States Trustee, which is part of the DOJ, filed an application in *In re Nyree Belton*, a Chapter 7 bankruptcy case pending in the U.S. Bankruptcy Court for the Southern District of New York for orders authorizing discovery of the Bank pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, related to an investigation of the Bank's credit reporting. The discovery, which is ongoing, concerns allegations made in *Belton et al. v. GE Capital Consumer Lending*, a putative class action adversary proceeding pending in the same Bankruptcy Court. In the *Belton* adversary proceeding, which was filed on April 30, 2014, plaintiff alleges that the Bank violates the discharge injunction under Section 524(a)(2) of the Bankruptcy Code by attempting to collect discharged debts and by failing to update and correct credit information to credit reporting agencies to show that such debts are no longer due and owing because they have been discharged in bankruptcy. Plaintiff seeks declaratory judgment, injunctive relief and an unspecified amount of damages. On December 15, 2014, the Bankruptcy Court entered an order staying the adversary proceeding pending an appeal to the District Court of the Bankruptcy Court's order denying the Bank's motion to compel arbitration. On October 14, 2015, the District Court reversed the Bankruptcy Court and on November 4, 2015, the Bankruptcy Court granted the Bank's motion to compel arbitration. On October 15, 2015, the Bank received a Civil Investigative Demand from the CFPB seeking information related to the Bank's credit bureau reporting with respect to sold accounts. The information sought by the CFPB generally relates to the allegations made in *Belton et al. v. GE Capital Consumer Lending*. On May 9, 2016, the Bank received a NORA (Notice of Opportunity to Respond and Advise) letter from the CFPB indicating that the CFPB Office of Enforcement is considering whether to recommend that the CFPB take legal action relating to this matter.

#### Other Matters

The Bank or the Company is or has been a defendant in a number of putative class actions alleging claims under the federal Telephone Consumer Protection Act ("TCPA") as a result of phone calls made by the Bank. The complaints generally have alleged that the Bank or the Company placed calls to consumers by an automated telephone dialing system or using a pre-recorded message or automated voice without their consent and seek up to \$1,500 for each violation, without specifying an aggregate amount. There is presently only one case outstanding, *Abdeljalil et al. v. GE Capital Retail Bank*, which was filed on August 22, 2012 in the U.S. District Court for the Southern District of California. In *Abdeljalil*, the plaintiffs assert that they received calls on their cellular telephones relating to accounts not belonging to them. On March 26, 2015, the Court entered an order granting class certification under Federal Rule of Civil Procedure 23(b)(3) (for damages) and denying class certification under Federal Rule of Civil Procedure 23(b)(2) (for injunctive relief). In the first quarter of 2016, the Bank entered an agreement to resolve the *Abdeljalil* action on a class basis. Pursuant to the agreement, a related case (*Hofer et al. v. Synchrony Bank*, which was filed on November 4, 2014 in the U.S. District Court for the Eastern District of Missouri), was dismissed on February 11, 2016. On June 16, 2016, the Court entered an order preliminarily approving the settlement. In addition to the *Abdeljalil* and *Hofer* matters discussed above, the Bank has resolved ten other putative class actions that made similar claims under the TCPA on an individual basis with the class representative. *Travaglio et al. v. GE Capital Retail Bank and Allied Interstate LLC* was filed on January 17, 2014 in the U.S. District Court for the Middle District of Florida and dismissed on October 9, 2014. *Fitzhenry v. Lowe's Companies Inc. and GE Capital Retail Bank* was filed on May 29, 2014 in the U.S. District Court for the District of South Carolina and dismissed on October 20, 2014. *Cowan v. GE Capital Retail Bank* was filed on May 14, 2014 in the U.S. District Court for the District of Connecticut and dismissed on July 8, 2015. *Pittman et al. v. GE Capital d/b/a GE Capital Retail Bank* was filed on July 29, 2014 in the U.S. District Court for the Northern District of Alabama and dismissed on August 20, 2015. *Dubanoski et al. v. Wal-Mart Stores, Inc.*, for which the Bank indemnified the defendant, was filed on February 27, 2015 in the United States District Court for the Northern District of Illinois and dismissed on September 1, 2015. *Mintz et al v. Synchrony Bank* was filed on December 28, 2015 in the U.S. District Court for the Eastern District of New York and dismissed on May 11, 2016. *Deutsche et al. v. Synchrony Bank et al.* was filed on March 27, 2016 in the U.S. District Court for the District of New Jersey and dismissed on June 27, 2016. *Ciotti et al. v. Synchrony Financial et al.* was filed on April 27, 2016 in the U.S. District Court for the Southern District of California and dismissed on June 2, 2016. *Johnson et al. v. Wal-Mart Stores, Inc. and Synchrony Financial* was filed on April 22, 2016 in the U.S. District Court for the Eastern District of California and dismissed on September 8, 2016. *Anand v. Synchrony Bank and Synchrony Financial* was filed on June 22, 2016 in the United States District Court for the Northern District of Illinois

and dismissed on September 15, 2016.

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In addition to the TCPA class action lawsuits related to phone calls, the Company is a defendant in a putative class action lawsuit alleging claims under the TCPA relating to facsimiles. In Michael W. Kincaid, DDS et al. v. Synchrony Financial, plaintiff alleges that the Company violated the TCPA by sending fax advertisements without consent and without required notices, and seeks up to \$1,500 for each violation. The amount of damages sought in the aggregate is unspecified. The original complaint was filed in U.S. District Court for the Northern District of Illinois on January 20, 2016. On August 11, 2016, the Court granted the Company's motion to dismiss based on the lack of personal jurisdiction. On August 15, 2016, the plaintiff re-filed the case in the Southern District of Ohio.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, correlations or other market factors will result in losses for a position or portfolio. We are exposed to market risk primarily from changes in interest rates.

We borrow money from a variety of depositors and institutions in order to provide loans to our customers. Changes in market rates cause our net interest income to increase or decrease, as certain of our assets and liabilities carry interest rates that fluctuate with market benchmarks. The interest rate benchmark for our floating rate assets is generally the prime rate, and interest rate benchmark for our floating rate liabilities is generally either LIBOR or the federal funds rate. The prime rate and the LIBOR or federal funds rate could reset at different times or could diverge, leading to mismatches in the interest rates on our floating rate assets and floating rate liabilities.

Assuming an immediate 100 basis point increase in the interest rates affecting all interest rate sensitive assets and liabilities at September 30, 2016, we estimate that net interest income over the following 12-month period would increase by approximately \$178 million.

For a more detailed discussion of our exposure to market risk, refer to “Management's Discussion and Analysis—Quantitative and Qualitative Disclosures about Market Risk” in our 2015 Form 10-K.

### ITEM 4. CONTROLS AND PROCEDURES

Under the direction of our Chief Executive Officer and Chief Financial Officer, we evaluated our disclosure controls and procedures, and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2016.

No change in internal control over financial reporting occurred during the quarter ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

For a description of legal proceedings, see Note 13. Legal Proceedings and Regulatory Matters to our condensed consolidated financial statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q.

## ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors included in our 2015 Form 10-K under the heading "Risk Factors".

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The table below sets forth information regarding purchases of our common stock primarily related to our share repurchase program that were made by us or on our behalf during the three months ended September 30, 2016.

(\$ in millions, except per share data)	Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid Per Share <sup>(b)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Program <sup>(c)</sup>	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Program <sup>(b)</sup>
July 1 - 31, 2016	4,784,276	\$ 28.06	4,783,900	\$ 817.8
August 1 - 31, 2016	3,736,384	27.78	3,736,384	714.0
September 1 - 30, 2016	31,856	26.93	—	714.0
Total	8,552,516	\$ 27.93	8,520,284	\$ 714.0

Primarily represents repurchases of shares of common stock under our publicly announced share repurchase program of up to \$952 million of our outstanding shares of common stock for the four quarters ending June 30, (a) 2017. Also includes 376 shares, 0 shares and 31,856 shares withheld in July, August and September, respectively, to offset tax withholding obligations that occur upon the delivery of outstanding shares underlying restricted stock awards or upon the exercise of stock options.

(b) Amounts exclude commission costs.

(c) On July 7, 2016, our Board of Directors approved a share repurchase program of up to \$952 million of our outstanding shares of common stock for the four quarters ending June 30, 2017.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

See “Exhibit Index” for documents filed herewith and incorporated herein by reference.

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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 thereunto duly authorized.

Synchrony Financial  
(Registrant)

October 27, 2016 /s/ Brian D. Doubles

Date                    Brian D. Doubles  
                             Executive Vice President and Chief Financial Officer  
                             (Duly Authorized Officer and Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Description
4*	Instruments defining rights of holders of long-term debt
12.1	Statement of Ratio of Earnings to Fixed Charges
31(a)	Certification Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Amended
31(b)	Certification Pursuant to Rules 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as Amended
32	Certification Pursuant to 18 U.S.C. Section 1350
101	The following materials from Synchrony Financial's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three and nine months ended September 30, 2016 and 2015, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2016 and 2015, (iii) Condensed Consolidated Statements of Financial Position at September 30, 2016 and December 31, 2015, (iv) Condensed Consolidated Statements of Changes in Equity for the nine months ended September 30, 2016 and 2015, (v) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2016 and 2015, and (vi) Notes to Condensed Consolidated Financial Statements.

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(\*) Pursuant to Item 601(4)(iii) of Regulation S-K, the Company is not required to file any instrument with respect to long-term debt not being registered if the total amount of securities authorized thereunder does not exceed 10 percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company hereby agrees to furnish a copy of any such instrument to the SEC upon request.