Edgar Filing: Voya Financial, Inc. - Form 4

Voya Financi Form 4	al, Inc.									
November 14	, 2016									
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						т	OMB APPROVAL		
	UNITE	DSTATES		hington,			COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5	F CHANGES IN BENEFICIAL OW SECURITIES Section 16(a) of the Securities Exchange					burden hou	Expires:January 31Expires:200Estimated averageburden hours perresponse0.			
obligation may contin <i>See</i> Instruct 1(b).	s Section 1' nue. ction	7(a) of the		ility Hold	ing Com	pany Act	of 1935 or Sectio	on		
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Smith Michael S			2. Issuer Name and Ticker or Trading Symbol Voya Financial, Inc. [VOYA]				5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)			
230 PARK AVENUE (Street)			3. Date of Earliest Transaction (Month/Day/Year) 11/10/2016				Director I0% Owner X_Officer (give title Other (specify below) See Remarks			
			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
NEW YORK	K, NY 10169						Form filed by I Person			
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				cout v	7 miount		48,309	D		

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

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	11/10/2016		А	16,769 (2)	(3)	(3)	Common Stock	16,769
Performance Stock Unit	<u>(4)</u>					<u>(4)</u>	(4)	Common Stock	40,833 (5)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Smith Michael S 230 PARK AVENUE NEW YORK, NY 10169			See Remarks				
Signatures							
/s/ Jean Weng, Attorney in Fact	11/1	4/2016					

<u>**</u>Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each stock unit represents a conditional right to receive one share of the company's common stock.
- (2) The number of stock units granted was determined by reference to the closing price of a share of the company's common stock on November 10, 2016, the date of the grant.
- (3) 1/3 of the restricted stock units will vest on the first, second and third anniversary of the grant date.
- (4) The stock units will vest based on their respective award agreements.

The number of shares of common stock that will be delivered for each performance stock unit depends on the achievement of certain(5) performance factors. Depending on actual performance, the number of shares of common stock delivered upon vesting can range from 0% to 150% of the number presented above.

Remarks:

Chief Financial Officer (CFO)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.