

Voya Financial, Inc.  
 Form 4  
 March 08, 2017

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nelson Charles P

(Last) (First) (Middle)  
 230 PARK AVE  
 (Street)

NEW YORK, NY 10169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Voya Financial, Inc. [VOYA]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/04/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CEO, Retirement

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,602	D	

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

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Savings Plan Issuer Stock Units	(1)	03/04/2016		A		465.771		(1)	(1)	Common Stock	465.771
Deferred Savings Plan Issuer Stock Units	(1)	03/15/2016		A		11.305		(1)	(1)	Common Stock	11.305
Deferred Savings Plan Issuer Stock Units	(1)	03/31/2016		A		11.756		(1)	(1)	Common Stock	11.756
Deferred Savings Plan Issuer Stock Units	(1)	04/15/2016		A		11.072		(1)	(1)	Common Stock	11.072
Deferred Savings Plan Issuer Stock Units	(1)	04/29/2016		A		10.779		(1)	(1)	Common Stock	10.779
Deferred Savings Plan Issuer Stock Units	(1)	05/13/2016		A		11.551		(1)	(1)	Common Stock	11.551
Deferred Savings Plan Issuer Stock Units	(1)	05/31/2016		A		10.651		(1)	(1)	Common Stock	10.651
Deferred Savings Plan Issuer Stock Units	(1)	06/15/2016		A		12.094		(1)	(1)	Common Stock	12.094
Deferred Savings Plan Issuer Stock Units	(1)	06/30/2016		A		14.353		(1)	(1)	Common Stock	14.353
	(1)	07/15/2016		A		13.894		(1)	(1)		13.894

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Deferred Savings Plan Issuer Stock Units							Common Stock	
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	07/29/2016	A	13.656	<u>(1)</u>	<u>(1)</u>	Common Stock	13.656
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	08/15/2016	A	12.536	<u>(1)</u>	<u>(1)</u>	Common Stock	12.536
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	08/31/2016	A	11.97	<u>(1)</u>	<u>(1)</u>	Common Stock	11.97
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	09/15/2016	A	11.884	<u>(1)</u>	<u>(1)</u>	Common Stock	11.884
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	09/30/2016	A	12.361	<u>(1)</u>	<u>(1)</u>	Common Stock	12.361
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	10/14/2016	A	11.563	<u>(1)</u>	<u>(1)</u>	Common Stock	11.563
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	10/31/2016	A	11.457	<u>(1)</u>	<u>(1)</u>	Common Stock	11.457
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	11/15/2016	A	9.294	<u>(1)</u>	<u>(1)</u>	Common Stock	9.294
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	11/30/2016	A	9.005	<u>(1)</u>	<u>(1)</u>	Common Stock	9.005
Deferred Savings Plan Issuer Stock Units	<u>(1)</u>	12/15/2016	A	8.685	<u>(1)</u>	<u>(1)</u>	Common Stock	8.685
	<u>(1)</u>	12/30/2016	A	9.096	<u>(1)</u>	<u>(1)</u>		9.096

Deferred Savings Plan Issuer Stock Units								Common Stock	
Deferred Savings Plan Issuer Stock Units	(1)	03/06/2017	A	389.722	(1)	(1)		Common Stock	389.722
Performance Stock Unit	(2)				(2)	(2)		Common Stock	66,681 (3)
Restricted Stock Units	(2)				(2)	(2)		Common Stock	79,753

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Charles P 230 PARK AVE NEW YORK, NY 10169			CEO, Retirement	

## Signatures

/s/ Jean Weng, Attorney  
in Fact 03/08/2017  
\*\*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 of these units represents a right to receive the cash value of one share of the company's common stock upon the reporting person's separation from the company. The reporting person may reallocate investments in these units to alternative investments in the future.
- (2) The stock units will vest based on their respective award agreements.
- (3) The number of shares of common stock that will be delivered for each performance stock unit depends on the achievement of certain performance factors. Depending on actual performance, the number of shares of common stock delivered upon the vesting date can range from 0% to 150% of the number presented above.

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.