

Parent Margaret M.
Form 4
February 25, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parent Margaret M.

(Last) (First) (Middle)

230 PARK AVENUE

(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)

02/21/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/21/2019		M	3,734 A	21,378	D	
Common Stock	02/21/2019		F	1,476 D	\$ 19,902	D	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	02/21/2019		M	3,734	(2) (2)	Common Stock
Restricted Stock Units	(3)	02/21/2019		A	8,499	(4) (4)	Common Stock
Performance Stock Unit	(3)	02/21/2019		A	10,718	(5) (5)	Common Stock
Performance-Based Stock Options	\$ 50.03	02/21/2019		A	71,174	(6) 02/21/2029(7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parent Margaret M. 230 PARK AVENUE NEW YORK, NY 10169			See Remarks	

Signatures

/s/ Jean Weng, Attorney
in Fact

02/25/2019

__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) Delivery of shares of the company's common stock was made to the reporting person without the payment of any consideration in connection with the vesting of the underlying restricted stock units that were awarded as compensation.
- (2) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
- (3) Each stock unit represents a conditional right to receive one share of the company's common stock.
- (4) 1/3 of the restricted stock units will vest on February 21, 2020, 1/3 on February 21, 2021 and 1/3 on February 21, 2022.

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 the vesting date (February 21, 2022) can range from 0% to 150% of the number presented above.

(6)

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The options are subject to vesting conditions based on the achievement of certain cost saving targets. The options generally become exercisable one year following achievement of the relevant vesting condition.

- (7) To the extent that the relevant vesting condition discussed in footnote (6) has not been met by December 31, 2020, any unvested options will be forfeited.

Remarks:

Executive Vice President, Chief Administrative Officer

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

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