

ING U.S., Inc.  
Form 4  
May 07, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SILVA KEVIN D**

(Last) (First) (Middle)

230 PARK AVENUE

(Street)

NEW YORK, NY 10169

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ING U.S., Inc. [VOYA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/07/2013**

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 below) \_\_\_\_ Other (specify 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/07/2013		P		2,000	A \$ 19.5	2,000 D
Common Stock	05/07/2013		A		21,795 (1)	A \$ 0	23,795 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  
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SEC 1474  
(9-02)

**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 and Amount of Underlying Securities (Instr. 3 and 4)		8. Price or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares	(2)	05/07/2013		A		3,172 (3)		(4)	(4)	Common Stock	3,172	\$
Deferred Shares	(5)	05/07/2013		A		33,403 (6)		(7)	(7)	Common Stock	33,403	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

SILVA KEVIN D  
230 PARK AVENUE  
NEW YORK, NY 10169

See Remarks

## Signatures

/s/ Harris Oliner, attorney  
in fact

05/07/2013

\*\*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).

These shares of Common Stock reflect a grant of restricted shares. Fifty percent of these shares will fully vest at the end of the 180-day lock-up period, which commenced May 1, 2013, relating to the issuer's initial public offering of common stock (the "IPO"). The

(1) remaining 50% will fully vest at the earlier of (i) the end of the lock-up period specified in the underwriting agreement related to the first secondary share offering of issuer common stock by ING Groep N.V. ("ING Group") following the IPO or (ii) the date of closing of any post-IPO merger or acquisition of the issuer.

(2) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.

These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan in respect of the deferred portion of the reporting person's 2012 annual incentive award that exceeded a threshold amount.

(4) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.

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- (5) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.

These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus

- (6) Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan.

- (7) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.

### Remarks:

Executive Vice President and Chief Human Resources 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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