

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 \*  
**MARTIN RODNEY O JR**

(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)  
03/06/2017

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)  
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 03/06/2017                           |  | M                              | 49,836 A \$ 41.35   | 107,615   | D  |   |
| Common Stock                    | 03/06/2017                           |  | F                              | 27,820 D \$ 41.35   | 79,795  | D  |   |
| Common Stock                    | 03/07/2017                           |  | M                              | 64,468 A \$ 41.35   | 144,263   | D  |   |
| Common Stock                    | 03/07/2017                           |  | F                              | 35,988 D \$ 41.09   | 108,275   | D  |   |
| Common Stock                    | 03/08/2017                           |  | S                              | 2,529 (3) D \$ 41.5594 (4)  | 105,746   | D  |   |

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Common Stock 4,097.9575 I By 401(k) Plan

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)

| 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 or Number of Shares                              |
| Restricted Stock Units                     | (5)  | 03/06/2017                           |  | M                              | 21,710  | (5) (5)  | Common Stock 21,710   |
| Performance Stock Unit                     | \$ 1.06 (6)  | 03/06/2017                           |  | M                              | 26,534  | (6) (6)  | Common Stock 28,126   |
| Restricted Stock Units                     | (5)  | 03/07/2017                           |  | M                              | 64,468  | (5) (5)  | Common Stock 64,468   |
| Deferred Savings Plan Issuer Stock Units   | (7)  |                                      |  |                                |   | (7) (7)  | Common Stock 7,620.56   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| MARTIN RODNEY O JR<br>230 PARK AVENUE<br>NEW YORK, NY 10169 | X             |           | Chairman and CEO |       |

## 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) 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 and performance stock units that were awarded as compensation.
- (2) 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.
- (3) The shares being sold are vested equity awards representing annual incentive payments made with respect to the 2013 performance year, which were mandatorily deferred pursuant to European executive compensation regulations.  
  
This transaction was executed in multiple trades at prices ranging from \$41.5400 to \$41.6150. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the company, or a security holder of the company, full information regarding the shares sold at each separate price.
- (4) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
- (5) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors.
- (6) 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.
- (7)

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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