

Voya Financial, Inc.  
 Form 3  
 September 26, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Johnson Carolyn M                       |         | (Month/Day/Year)                     | Voya Financial, Inc. [VOYA]  |  |
| (Last)                                    | (First) | (Middle)                             | 09/16/2016   |  |
| 230 PARK AVENUE                           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NEW YORK,Â NYÂ 10169                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | See Remarks  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 451   | D  | Â   |

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   | Amount or Number of                                    |  |   |

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|                                      |       |               |              | Shares        |         | (I)<br>(Instr. 5) |   |
|--------------------------------------|-------|---------------|--------------|---------------|---------|-------------------|---|
| Performance Stock Unit               | Â (1) | Â (1)         | Common Stock | 10,570<br>(2) | \$ (1)  | D                 | Â |
| Restricted Stock Units               | Â (1) | Â (1)         | Common Stock | 17,259        | \$ (1)  | D                 | Â |
| 2015 Performance-Based Stock Options | Â (3) | 12/16/2025(4) | Common Stock | 39,700        | \$ 37.6 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Johnson Carolyn M<br>230 PARK AVENUE<br>NEW YORK, NY 10169 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/ Jean Weng, Attorney  
in Fact 09/26/2016

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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 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.
- (2) The options are subject to vesting conditions based on the achievement over a four quarter period of specified levels of Ongoing Business Adjusted Operating Return on Equity. The options generally become exercisable one year following achievement of the relevant vesting condition.
- (3) To the extent that the relevant vesting condition discussed in footnote (3) has not been met by December 31, 2018, any unvested options will expire without value.
- (4)

Â

### Remarks:

CEO, Insurance Solutions  
Exhibit List: Exhibit 24 - Power of Attorney

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.