

Voya Financial, Inc.  
Form 4  
March 09, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ferrara Nancy

(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)  
09/30/2016

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         | 15,557                                                                                                             | 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  
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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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 09/30/2016                              |                                                             | A                                       |                                                                                                        | 8.713                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 8.7                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 10/14/2016                              |                                                             | A                                       |                                                                                                        | 6.608                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 6.6                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 10/31/2016                              |                                                             | A                                       |                                                                                                        | 6.546                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 6.5                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 11/15/2016                              |                                                             | A                                       |                                                                                                        | 5.31                                                           |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 5.3                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 11/30/2016                              |                                                             | A                                       |                                                                                                        | 5.146                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 5.1                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 12/15/2016                              |                                                             | A                                       |                                                                                                        | 4.962                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 4.9                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 12/30/2016                              |                                                             | A                                       |                                                                                                        | 6.384                                                          |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 6.3                        |
| Deferred<br>Savings Plan<br>Issuer Stock<br>Units   | <u>(1)</u>                                                            | 03/06/2017                              |                                                             | A                                       |                                                                                                        | 1,609.256                                                      |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock | 1,609                      |
| Performance<br>Stock Unit                           | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                        |                                                                |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock | 16,96                      |
| Restricted<br>Stock Units                           | <u>(2)</u>                                                            |                                         |                                                             |                                         |                                                                                                        |                                                                |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock | 31,9                       |

## Reporting Owners

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

## 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.
- The number of shares of common stock that will be delivered for each performance stock unit depends on the achievement of certain
- (3) 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.

### Remarks:

Executive Vice President of Operations and Continuous Improvement (CI)

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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