

ING U.S., Inc.  
Form S-1MEF  
October 23, 2013

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**ING U.S., INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**6311**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**230 Park Avenue**  
**New York, New York 10169**

**52-1222820**  
**(I.R.S. Employer**  
**Identification Number)**

**(212) 309-8200**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Bridget M. Healy**

**Executive Vice President and**

**Chief Legal Officer**

**ING U.S., Inc.**

**230 Park Avenue**

**New York, New York 10169**

**(212) 309-8200**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Robert G. DeLaMater**

**Sullivan & Cromwell LLP**

**125 Broad Street**

**New York, NY 10004**

**(212) 558-4000**

**Joseph A. Hall**

**Davis Polk & Wardwell LLP**

**450 Lexington Avenue**

**New York, NY 10017**

**(212) 450-4000**

**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  **File No. 333-191163**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of each class of securities to be registered | Amount to be Registered (1) | Proposed                             | Proposed                             | Amount of registration fee (3) |
|--|-----------------------------|--------------------------------------|--------------------------------------|--------------------------------|
|  |                             | maximum offering price per share (2) | maximum aggregate offering price (2) |                                |
| Common stock, par value \$0.01 per share           | 3,450,000                   | \$29.50                              | \$101,775,000                        | \$13,108.62                    |

- (1) Includes 450,000 shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933.
- (3) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related registration statement on Form S-1 (File No. 333-191163), as amended (the Initial Registration Statement), is hereby registered. The registrant previously registered securities with a proposed aggregate offering price of \$1,041,210,000 on the Initial Registration Statement for which a filing fee of \$134,867.85 was previously paid.

**This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

### **EXPLANATORY NOTE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of Sullivan & Cromwell LLP regarding the validity of the securities being registered and a related consent and the consent of Ernst & Young LLP. This registration statement relates to our registration statement on Form S-1 (File No. 333-191163), as amended, including the exhibits and powers of attorney thereto (the Initial Registration Statement), initially filed by ING U.S., Inc. on September 13, 2013 and declared effective by the Securities and Exchange Commission on October 23, 2013. We are filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock offered by us by 3,450,000 shares, 450,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares to cover over-allotments, if any. Pursuant to Rule 462(b), the contents of the Initial Registration Statement are incorporated by reference into this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York on the 23<sup>rd</sup> day of October, 2013.

**ING U.S., INC.**

By: /s/ RODNEY O. MARTIN, JR.  
Name: Rodney O. Martin, Jr.  
Title: Chief Executive Officer

By: /s/ ALAIN M. KARAOGLAN  
Name: Alain M. Karaoglan  
Title: EVP and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

| <b>Signatures</b>          | <b>Title</b>   | <b>Date</b>      |
|----------------------------|--|------------------|
| *<br>Rodney O. Martin, Jr. | Chairman and Chief Executive Officer<br><i>(Principal Executive Officer)</i> | October 23, 2013 |
| *<br>Johannes M.M. Boers   | Director   | October 23, 2013 |
| *<br>Patrick G. Flynn      | Director   | October 23, 2013 |
| *<br>J. Barry Griswell     | Director   | October 23, 2013 |
| *<br>Dirk H. Harryvan      | Director   | October 23, 2013 |
| *<br>Frederick S. Hubbell  | Director   | October 23, 2013 |
| *<br>Hendricus A. Koemans  | Director   | October 23, 2013 |
| *<br>Willem F. Nagel       | Director   | October 23, 2013 |
| *<br>David Zwiener         | Director   | October 23, 2013 |
| *<br>Ewout L. Steenbergen  | Chief Financial Officer<br><i>(Principal Financial Officer)</i>              | October 23, 2013 |
| *<br>Steven T. Pierson     | Chief Accounting Officer<br><i>(Principal Accounting Officer)</i>            | October 23, 2013 |

\*By: /s/ BRIDGET M. HEALY  
Bridget M. Healy  
Attorney-in-fact

**EXHIBIT INDEX**

All exhibits filed with or incorporated by reference in registration statement No. 333-191163, as amended, are incorporated by reference into, and shall be deemed part of, this registration statement. In addition, the following exhibits are filed herewith:

**Exhibit**

| <b>No.</b> | <b>Description</b>   |
|------------|--|
| 5.1        | Opinion of Sullivan & Cromwell LLP   |
| 23.1       | Consent of Ernst & Young LLP   |
| 23.2       | Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1)   |
| 24.1       | Power of Attorney (incorporated by reference to Exhibit 24.1 to ING U.S., Inc. s registration statement on Form S-1, as filed on September 13, 2013)                                       |
| 24.2       | Power of Attorney Hendricus A. Koemans (incorporated by reference to Exhibit 24.2 to Amendment No. 2 to ING U.S., Inc. s registration statement on Form S-1, as filed on October 21, 2013) |