

Parent Margaret M.
Form 4
February 25, 2019

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 *
Parent Margaret M.

2. Issuer Name and Ticker or Trading Symbol
Voya Financial, Inc. [VOYA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
230 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

NEW YORK, NY 10169

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/21/2019 | | M | 3,734 | A | 11 | 21,378 | D | |
| Common Stock | 02/21/2019 | | F | 1,476 | D | \$ | 50.03 | 19,902 | D |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3) | | | |
|---|--|---|---|-----------------------------------|--|---|--|------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(2)</u> | 02/21/2019 | | M | | 3,734 | | <u>(2)</u> | <u>(2)</u> | Common Stock |
| Restricted Stock Units | <u>(3)</u> | 02/21/2019 | | A | | 8,499 | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Performance Stock Unit | <u>(3)</u> | 02/21/2019 | | A | | 10,718 | | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Performance-Based Stock Options | \$ 50.03 | 02/21/2019 | | A | | 71,174 | | <u>(6)</u> | 02/21/2029 ⁽⁷⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Parent Margaret M. 230 PARK AVENUE NEW YORK, NY 10169 | | | See Remarks | |

Signatures

/s/ Jean Weng, Attorney
in Fact

02/25/2019

Date

**Signature of Reporting Person

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 that were awarded as compensation.
 - (2) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
 - (3) Each stock unit represents a conditional right to receive one share of the company's common stock.
 - (4) 1/3 of the restricted stock units will vest on February 21, 2020, 1/3 on February 21, 2021 and 1/3 on February 21, 2022.
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 (February 21, 2022) can range from 0% to 150% of the number presented above.
 - (6)

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The options are subject to vesting conditions based on the achievement of certain cost saving targets. The options generally become exercisable one year following achievement of the relevant vesting condition.

- (7) To the extent that the relevant vesting condition discussed in footnote (6) has not been met by December 31, 2020, any unvested options will be forfeited.

Remarks:

Executive Vice President, Chief Administrative 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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