

Nelson Charles P
Form 4
May 03, 2018

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 *
Nelson Charles P

(Last) (First) (Middle)
230 PARK AVE

(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)
05/01/2018

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)
See Remarks

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	(D)	Price
Common Stock	05/01/2018		M		24,867	A	<u>(1)</u>
Common Stock	05/01/2018		F		11,467	D	\$ 51.51
Common Stock	05/02/2018		P		13,900	A	\$ 50.2474
							<u>(2)</u>

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	(3)	05/01/2018		M	4,098	(4)	(4)	Common Stock	4,835
Performance Stock Unit	(5)	05/01/2018		M	6,147	(4)	(4)	Common Stock	6,515
Performance Stock Unit	(6)	05/01/2018		M	6,147	(4)	(4)	Common Stock	8,052
Restricted Stock Units	(7)	05/01/2018		M	5,465	(7)	(7)	Common Stock	5,465
Deferred Savings Plan Issuer Stock Units	(8)					(8)	(8)	Common Stock	1,740.916

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Charles P 230 PARK AVE NEW YORK, NY 10169			See Remarks	

Signatures

/s/ Jean Weng, Attorney
in Fact
Date: 05/03/2018

**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)

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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.

This transaction was executed in multiple trades at prices ranging from \$50.22 to \$50.26. 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.

- (2) 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.
- (3) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 118% of the performance stock units.
- (4) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors.
- (5) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 106% of the performance stock units.
- (6) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 131% of the performance stock units.
- (7) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
- (8) 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.

Remarks:

CEO, Retirement and Employee Benefits

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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