

Voya Financial, Inc.  
Form 4  
April 22, 2015

**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

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARTIN RODNEY O JR**

(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)  
**04/20/2015**

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)

Chairman and CEO

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<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 Acquired<br>(A) or 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                       | 04/20/2015                              |                                                             | F                                    | (A)<br>or<br>(D)<br>D<br>Amount<br>29,674<br>(1)<br>Price<br>\$<br>42.93 | 104,477                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                          | 2,776.8463                                                                                                         | I                                                                    | By 401(k)<br>Plan                                                 |

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)

# Edgar Filing: Voya Financial, Inc. - Form 4

**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) | 8. Price or Value of Derivative Security (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------|
| Deferred Savings Plan                      | (2)                                                    |                                      |                                                    |                                |                                                                                         | (2) (2)                                                  | Common Stock                                                  | 4,045.196                                           |
| Issuer Stock Units                         |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                                                     |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|-------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                             | Director      | 10% Owner | Officer          | Other |
| MARTIN RODNEY O JR<br>230 PARK AVENUE<br>NEW YORK, NY 10169 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Jean Weng, Attorney  
in Fact

04/22/2015

\_\_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) Represents shares of Voya Financial, Inc. common stock withheld to satisfy tax obligations, following vesting and delivery of restricted shares of Voya Financial, Inc.
- (2) Each of these units represents a right to receive the cash value of one share of the issuer's common stock upon the reporting person's separation from the issuer. The reporting person may reallocate investments in these units to alternative investments in the future.

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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