

Voya Financial, Inc.
 Form 4
 March 08, 2017

FORM 4

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

OMB APPROVAL

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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)
 03/04/2016

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)
 CEO, Retirement

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 3,602 | 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)

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 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Deferred Savings Plan Issuer Stock Units | (1) | 03/04/2016 | | A | | 465.771 | | (1) | (1) | Common Stock | 465.771 |
| Deferred Savings Plan Issuer Stock Units | (1) | 03/15/2016 | | A | | 11.305 | | (1) | (1) | Common Stock | 11.305 |
| Deferred Savings Plan Issuer Stock Units | (1) | 03/31/2016 | | A | | 11.756 | | (1) | (1) | Common Stock | 11.756 |
| Deferred Savings Plan Issuer Stock Units | (1) | 04/15/2016 | | A | | 11.072 | | (1) | (1) | Common Stock | 11.072 |
| Deferred Savings Plan Issuer Stock Units | (1) | 04/29/2016 | | A | | 10.779 | | (1) | (1) | Common Stock | 10.779 |
| Deferred Savings Plan Issuer Stock Units | (1) | 05/13/2016 | | A | | 11.551 | | (1) | (1) | Common Stock | 11.551 |
| Deferred Savings Plan Issuer Stock Units | (1) | 05/31/2016 | | A | | 10.651 | | (1) | (1) | Common Stock | 10.651 |
| Deferred Savings Plan Issuer Stock Units | (1) | 06/15/2016 | | A | | 12.094 | | (1) | (1) | Common Stock | 12.094 |
| Deferred Savings Plan Issuer Stock Units | (1) | 06/30/2016 | | A | | 14.353 | | (1) | (1) | Common Stock | 14.353 |
| | (1) | 07/15/2016 | | A | | 13.894 | | (1) | (1) | | 13.894 |

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| | | | | | | | | | |
|--|------------|------------|---|--------|------------|------------|--|--------------|--------|
| Deferred Savings Plan Issuer Stock Units | | | | | | | | Common Stock | |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 07/29/2016 | A | 13.656 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 13.656 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 08/15/2016 | A | 12.536 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 12.536 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 08/31/2016 | A | 11.97 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 11.97 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 09/15/2016 | A | 11.884 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 11.884 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 09/30/2016 | A | 12.361 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 12.361 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 10/14/2016 | A | 11.563 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 11.563 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 10/31/2016 | A | 11.457 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 11.457 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 11/15/2016 | A | 9.294 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 9.294 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 11/30/2016 | A | 9.005 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 9.005 |
| Deferred Savings Plan Issuer Stock Units | <u>(1)</u> | 12/15/2016 | A | 8.685 | <u>(1)</u> | <u>(1)</u> | | Common Stock | 8.685 |
| | <u>(1)</u> | 12/30/2016 | A | 9.096 | <u>(1)</u> | <u>(1)</u> | | | 9.096 |

| | | | | | | | | | |
|--|-----|------------|---|---------|-----|-----|--|--------------|------------|
| Deferred Savings Plan Issuer Stock Units | | | | | | | | Common Stock | |
| Deferred Savings Plan Issuer Stock Units | (1) | 03/06/2017 | A | 389.722 | (1) | (1) | | Common Stock | 389.722 |
| Performance Stock Unit | (2) | | | | (2) | (2) | | Common Stock | 66,681 (3) |
| Restricted Stock Units | (2) | | | | (2) | (2) | | Common Stock | 79,753 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Charles P 230 PARK AVE NEW YORK, NY 10169 | | | CEO, Retirement | |

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.
- (3) 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 can range from 0% to 150% of the number presented above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.