

Nelson Charles P  
Form 4  
February 25, 2019

# 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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response... 0.5

(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)  
02/21/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 02/21/2019                              |                                                             | M                                    |                                                                         | 6,494                                                                                                              | A                                                                    | \$ 54,309                               |
| Common<br>Stock                       | 02/21/2019                              |                                                             | F                                    |                                                                         | 3,028                                                                                                              | D                                                                    | \$ 50.03                                |

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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title of Underlying Security<br>(Instr. 3) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------|
|                                               |                                                        |                                         |                                                       | Code                              | V (A) (D)                                                                                  | Date Exercisable Expiration Date                            | Title                                         |
| Restricted Stock Units                        | (2)                                                    | 02/21/2019                              |                                                       | M                                 | 6,494                                                                                      | (2) (2)                                                     | Common Stock                                  |
| Restricted Stock Units                        | (3)                                                    | 02/21/2019                              |                                                       | A                                 | 16,190                                                                                     | (4) (4)                                                     | Common Stock                                  |
| Performance Stock Unit                        | (3)                                                    | 02/21/2019                              |                                                       | A                                 | 20,416                                                                                     | (5) (5)                                                     | Common Stock                                  |
| Performance-Based Stock Options               | \$ 50.03                                               | 02/21/2019                              |                                                       | A                                 | 71,174                                                                                     | (6) 02/21/2029(7)                                           | Common Stock                                  |
| Deferred Savings Plan Issuer Stock Units      | (8)                                                    |                                         |                                                       |                                   |                                                                                            | (8) (8)                                                     | Common Stock                                  |

## Reporting Owners

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

## Signatures

/s/ Jean Weng, Attorney  
in Fact

02/25/2019

\_\_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) 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.
- (5)

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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) 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.
- (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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