

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 *
 Karaoglan Alain M

(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)
 03/06/2017

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 or Price | | |
| Common Stock | 03/06/2017 | | M | | 20,930 A (1) | 55,749 | D |
| Common Stock | 03/06/2017 | | F | | 11,684 D \$ 41.35 | 44,065 | D |
| Common Stock | 03/07/2017 | | S | | 9,246 D 41.1125 (2) | 34,819 | D |
| Common Stock | 03/07/2017 | | M | | 27,441 A (3) | 62,260 | D |
| Common Stock | 03/07/2017 | | F | | 15,319 D \$ 41.09 | 46,941 | D |

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| | | | | | | | | |
|-----------------|------------|--|---|--------|---|----------------------|--------|---|
| Common Stock | 03/08/2017 | | S | 12,122 | D | \$ 41.3683 (4) | 34,819 | D |
|-----------------|------------|--|---|--------|---|----------------------|--------|---|

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (5) | 03/06/2017 | | M | 9,118 | (5) (5) | Common Stock | 9,118 |
| Performance Stock Unit | \$ 1.06 (6) | 03/06/2017 | | M | 11,144 | (6) (6) | Common Stock | 11,812 |
| Restricted Stock Units | (5) | 03/07/2017 | | M | 27,441 | (5) (5) | Common Stock | 27,441 |

Reporting Owners

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

Signatures

/s/ Jean Weng, Attorney
in Fact
03/08/2017
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 and performance stock units that were awarded as compensation.

(2) This transaction was executed in multiple trades at prices ranging from \$41.0686 to \$41.1300. 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.

- (3) 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.

(4) This transaction was executed in multiple trades at prices ranging from \$41.3500 to \$41.4500. 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.

- (5) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.

- (6) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors.

Remarks:

Executive Vice President and Chief Operating 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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