

Voya Financial, Inc.
 Form 4
 March 28, 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 *
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)
 03/27/2017

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)
 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 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 | 03/27/2017 | | M | | 19,375 A \$ 125,121 | D | |
| Common Stock | 03/27/2017 | | F | | 10,816 D \$ 36.98 114,305 | D | |
| Common Stock | 03/28/2017 | | S | | 8,559 (2) D \$ 37.289 (3) 105,746 | D | |
| Common Stock | | | | | | I | By 401(k) Plan |
| | | | | | 4,101.7049 | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Restricted Stock Units | (4) | 03/27/2017 | | M | | 19,375 | (4) | (4) | Common Stock | 19,375 |
| Performance Stock Unit | (5) | | | | | | (5) | (5) | Common Stock | 227,249 |
| Deferred Savings Plan Issuer Stock Units | (7) | | | | | | (7) | (7) | Common Stock | 7,620.56 |

Reporting Owners

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

Signatures

/s/ Jean Weng, Attorney
in Fact

03/28/2017

**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) 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 shares being sold are vested equity awards granted in 2013 with respect to the 2012 performance year.

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- This transaction was executed in multiple trades at prices ranging from \$37.2873 to \$37.3050. The price reported represents the weighted
- (3) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the company, or a securityholder of the company, full information regarding the shares sold at each separate price.
 - (4) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
 - (5) The stock units will vest based on their respective award agreements.
- The number of shares of common stock that will be delivered for each performance stock unit depends on the achievement of certain
- (6) 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.
 - (7) 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.

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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