

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 \*  
 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)  
 03/27/2017

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)  
 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	(A) or (D)	Price			
Common Stock	03/27/2017		M		12,236	A	11	47,055	D	
Common Stock	03/27/2017		F		6,831	D	\$ 36.98	40,224	D	
Common Stock	03/28/2017		S		5,405	D	\$	34,819	D	(2) 37.2637

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

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SEC 1474 (9-02)

number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	03/27/2017		M	12,236	(3)	(3)	Common Stock	12,236
Performance Stock Unit	(4)					(4)	(4)	Common Stock	87,725

## 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 03/28/2017  
\*\*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.
  - (3) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
  - (4) 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 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.

### Remarks:

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

### Executive Vice President and Chief Operating Officer

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