

Hurtsellers Christine  
 Form 4  
 February 25, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hurtsellers Christine

(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)  
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 02/21/2019                           |  | M                              | 6,680 A   | \$ 27,323   | D  |                                   |
| Common Stock                    | 02/21/2019                           |  | F                              | 2,076 D   | \$ 25,247   | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

## Edgar Filing: Hurtsellers Christine - Form 4

**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 Underlying Security<br>(Instr. 3) |                  |                 |              |
|---|--|---|---|-----------------------------------|--|---|--|------------------|-----------------|--------------|
|   |  |   |   | Code                              | V  | (A)   | (D)  | Date Exercisable | Expiration Date | Title        |
| Restricted Stock Units                        | (2)  | 02/21/2019                              |   | M                                 |  | 6,680   |  | (2)              | (2)             | Common Stock |
| Restricted Stock Units                        | (3)  | 02/21/2019                              |   | A                                 |  | 19,968  |  | (4)              | (4)             | Common Stock |
| Performance Stock Unit                        | (3)  | 02/21/2019                              |   | A                                 |  | 25,180  |  | (5)              | (5)             | Common Stock |
| Performance-Based Stock Options               | \$ 50.03   | 02/21/2019                              |   | A                                 |  | 71,174  |  | (6)              | 02/21/2029(7)   | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| Hurtsellers Christine<br>230 PARK AVENUE<br>NEW YORK, NY 10169 |               |           | See Remarks |       |

## Signatures

/s/ Jean Weng, Attorney  
in Fact

02/25/2019  
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 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.  
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)

## Edgar Filing: Hurtsellers Christine - Form 4

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.

### **Remarks:**

Chief Executive Officer, Investment Management

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.