Voya Financial, Inc. Form 4 October 04, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Ty	pe Responses)	

1. Name and Address of Reporting Person ** Karaoglan Alain M		ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol Voya Financial, Inc. [VOYA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
230 PARK A	VENUE		(Month/Day/Year) 09/30/2016	Director 10% Owner _X_ Officer (give title Other (specify below)  See Remarks		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10169			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(C:t-)

(Ctota)

(7:n)

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Acqui	ired, Disposed of,	or Beneficial	y 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) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	(A) or Amount (D) Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(IIISU. 4)
Common Stock	09/30/2016		P	820 (1) A \$ 26.8945	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Unit	<u>(2)</u>				(2)	(2)	Common Stock	65,517 (3)	
Restricted Stock Units	<u>(2)</u>				(2)	(2)	Common Stock	97,145	

# **Reporting Owners**

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

# **Signatures**

/s/ Jean Weng, Attorney in Fact

10/04/2016 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).
- These shares purchased pursuant to the Voya Financial Employee Stock Purchase Plan ("ESPP") and the decision to participate in the ESPP was made in March 2016.
- (2) 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:**

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. 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.

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