

SILVA KEVIN D

Form 4

March 11, 2019

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SILVA KEVIN D

(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)
03/07/2019

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/07/2019		M		26,445	A	<u>(1)</u>	37,622	D
Common Stock	03/07/2019		F		12,952	D	\$ 49.1	24,670	D
Common Stock	03/08/2019		S		6,746	D	\$ 48.242 (2)	17,924	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
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SEC 1474
(9-02)

displays a currently valid OMB control 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(3)	03/07/2019		M	4,500	(3) (3)	Common Stock
Performance Stock Unit	\$ 1.33 (4)	03/07/2019		M	16,500	(4) (4)	Common Stock
Performance-Based Stock Options	(5)					(5) (5)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVA KEVIN D 230 PARK AVENUE NEW YORK, NY 10169				See Remarks

Signatures

/s/ Jean Weng, Attorney
in Fact

03/11/2019

__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 and performance stock units that were awarded as compensation.

This transaction was executed in multiple trades at prices ranging from \$48.2000 to \$48.2950. The price reported represents the weighted

- (2) average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares sold at each separate price.

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

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- (5) The options vest based on the conditions set forth in their respective agreements.

Remarks:

Executive Vice President and Chief Human Resources 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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