### Edgar Filing: BUZARD JAMES - Form 4

DUZADD IAMEC

Form 4									
January 23, 20	<b>4</b> UNITED	STATES		ITIES AI hington, ]			COMMISSION		PPROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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						irs per			
(Print or Type R	esponses)								
1. Name and Ac BUZARD JA	ldress of Reporting AMES	Person <u>*</u>	Symbol	Name and '		-	5. Relationship o Issuer (Cheo	f Reporting Pers	
(Last) 3471 RIVER	(First) (	(First) (Middle) 3. Date of (Month/D			insaction		X Director Officer (give below)		o Owner er (specify
	(Street)			. If Amendment, Date Original iled(Month/Day/Year)			<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>		
CINCINNAT	ГІ, ОН 45244						Form filed by I Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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)
Common Stock				Code V	Amount	(D) Price	17,567	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	Transaction f Derivative Code Securities		verivative Expiration Date urities (Month/Day/Year) uired or posed of tr. 3, 4,		Amount of Securities 4)	8. I Dei Sec (In:
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 23.59	01/19/2006		А	3,476	<u>(1)</u>	01/19/2016	Common Stock	3,476	

# **Reporting Owners**

Reporting Owner Name / Address				
I O	Director	10% Owner	Officer	Other
BUZARD JAMES 3471 RIVER HILLS DRIVE CINCINNATI, OH 45244	Х			
Signatures				
Melissa Lueke as Attorney-in-I Buzard	Fact for Ja	ames A.		01/23/2006
<u>**</u> Signature of Reporting	g 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) The option vests in the amount of one-fourth every 90 days from the date of grant.

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. 25in">Based on the reviews and discussion referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in each Fund's Annual Reports to shareholders.

Submitted by the Audit Committee of the Board

Colleen D. Baldwin

Peter S. Drotch (Chairperson)

Martin J. Gavin

Patrick W. Kenny

Joseph E. Obermeyer

Roger B. Vincent

The fees paid to KPMG for professional audit services during the Funds' most recent fiscal years ended February 28, 2015 and February 29, 2016, amounts billed for other services rendered by KPMG to the Funds, and the aggregate non-audit fees billed by KPMG for services rendered to the Funds, the Adviser, and any entity controlling, controlled by, or under common control with the Adviser that provides ongoing services to the Funds for the fiscal years ended February 28, 2015 and February 29, 2016 are described in **Appendix H**.

All of the services provided by the Funds' independent public accountants were approved by the Audit Committee pursuant to pre-approval policies and procedures adopted by the Audit Committee. Pursuant to such policies and procedures, the Audit Committee approves: (i) all audit and non-audit services to be rendered to the Funds by KPMG; and (ii) all non-audit services impacting the operations and financial reporting of the Funds provided by KPMG to the Adviser or any affiliate thereof that provides ongoing services to the Funds (collectively, "Covered Services"). The Audit Committee has adopted pre-approval procedures authorizing one or more members of the Audit Committee to approve from time to time, on behalf of the Audit Committee, all Covered Services to be provided by KPMG which are not otherwise approved at a meeting of the Audit Committee, provided that such delegate reports to the full Audit Committee at its next regularly scheduled meeting. The pre-approval procedures do not include delegation of the Audit Committee's responsibilities to management. Pre-approval has not been waived with respect to any of the services described above since the date on which the Audit Committee adopted its current pre-approval procedures.

The Audit Committee of the Board has considered and will periodically consider whether KPMG's provision of non-audit services to, the Adviser and all entities controlling, controlled by, or under common control with the Adviser that provide ongoing services to the Funds that were not required to be pre-approved is compatible with maintaining the independence of KPMG.

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Representatives of KPMG are not expected to be at the Annual Meeting but have been given the opportunity to make a statement if they wish.

Why did my household only receive one copy of this Proxy Statement?

Only one copy of this Proxy Statement may be mailed to each household, even if more than one person in the household is a Fund shareholder of record, unless the Funds have received contrary instructions from one or more of the household's shareholders. If a shareholder needs an additional copy of this Proxy Statement, please contact Shareholder Services at (800) 992-0180. If in

the future, any shareholder does not wish to combine or wishes to recombine the mailing of a proxy statement with household members, please inform the Funds in writing at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona, 85258-2034 or via telephone at (800) 992-0180.

Who pays for this proxy solicitation?

The Funds will pay the expenses incurred in connection with the Notice of Annual Meeting of Shareholders, Proxy Statement, and the Annual Meeting, including printing, mailing, vote tabulation, legal, and out of pocket expenses.

In order that the presence of a quorum at the Annual Meeting may be assured, prompt execution and return of the enclosed Proxy Ballot is requested. A self-addressed postage paid envelope is enclosed for your convenience. You also may vote via telephone or via the Internet. Please follow the voting instructions as outlined on your Proxy Ballot.

Huey P. Falgout, Jr. Secretary

May 18, 2016

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

Appendix A: 2016 Nominees

The following table sets forth information concerning the 2016 Nominees of the Funds. The address for each 2016 Nominee is 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

Name and Age	Held with the Funds	Term of Office and Length of Time Served <sup>1</sup>	Principal Occupations During the Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee <sup>2</sup>	Other Board Positic by Trustee
Independe	ent Trustees	All Funds: 01/2014-Present			
		IAE: 01/2007-Present			
		IDE: 01/2008-Present	President and Chief		
John V. Boyer	Chairperson	IGA: 07/2005-Present	Executive Officer, Bechtler Arts Foundation,		
Age: 62		IGD: 02/2005-Present	· · · · · · · · · · · · · · · · · · ·	151	None.
	Trustee	IHD: 08/2010-Present	(01/2008-Present).		
		IID: 05/2007-Present			
		IRR: 09/2006-Present			
		IAE: 01/2007-Present			
		IDE: 01/2008-Present	Consultant and President,		Wisconsin Energy
Patricia W. Chadwick		IGA: 01/2006-Present	Ravengate Partners LLC, a	L	Corporation
Age: 67	Trustee	IGD: 01/2006-Present	consulting firm that provides advice regarding financial markets and the	151	(06/2006-Present); T Funds (35 funds) (12/2000 Present); at
		IHD: 08/2010-Present	global economy		(12/2009-Present); an AMICA Mutual Insu
		IID: 05/2007-Present	(01/2000-Present).		Company (1992-Pres
		IRR: 09/2006-Present			

Explanation of Responses:

Name and	Positions Held with	Term of Office and	Principal Occupations	Number of Funds in Fund Complex	Other Board Positic by Trustee	
Age		Length of Time Served <sup>1</sup> IAE: 01/2007-Present	During the Past 5 Years	Overseen by Trustee <sup>2</sup>		
		IDE: 01/2008-Present				
Shoryl V	Trustee	IGA: 01/2006-Present			None.	
Sheryl K. Pressler	Trustee	IGD: 01/2006-Present	Consultant (05/2001-Present).	151		
Age: 65		IHD: 08/2010-Present		151		
		IID: 05/2007-Present				
		IRR: 09/2006-Present				
Christopher P. Sullivan Age: 62		All Funds: 10/2015-Present	Retired. Formerly, President, Bond Division, Fidelity Management and Research (06/2009-09/2012).	151	None.	

The Board is divided into three classes, with the term of one class expiring at each annual meeting of each Fund. Trustees serve until their successors are duly elected and qualified. The tenure of each Independent Trustee is subject to the Board's retirement policy, which states that each duly elected or appointed Independent Trustee shall 1. retire from and cease to be a member of the Board of Trustees at the close of business on December 31 of the calendar year in which the Independent Trustee attains the age of 75. A majority vote of the Board's other Independent Trustees may extend the retirement date of an Independent Trustee if the retirement would trigger a requirement to hold a meeting of shareholders of the Fund.

For the purposes of this table, "Fund Complex" means the Voya family of funds, including the following investment companies: Voya Asia Pacific High Dividend Equity Income Fund; Voya Balanced Portfolio, Inc.; Voya Emerging Markets High Dividend Equity Fund; Voya Equity Trust; Voya Funds Trust; Voya Global Advantage and Premium Opportunity Fund; Voya Global Equity Dividend and Premium Opportunity Fund; Voya Infrastructure, Industrials and Materials Fund; Voya Intermediate Bond Portfolio; Voya International High Dividend Equity Income Fund; Voya Investors Trust; Voya Money Market Portfolio; Voya Mutual Funds; Voya Natural Resources Equity Income Fund; Voya Partners, Inc.; Voya Prime Rate Trust; Voya Senior Income Fund; Voya Separate Portfolios Trust; Voya Series Fund, Inc.; Voya Strategic Allocation Portfolios, Inc.; Voya Variable Funds; Voya Variable Insurance Trust; Voya Variable Portfolios, Inc.; and Voya Variable Products Trust. The number of funds in the Fund Complex is as of February 29, 2016.

Appendix B: 2017 and 2018 Trustees

The following table sets forth information concerning the 2017 and 2018 Trustees of the Funds. The address for each 2017 and 2018 Trustee is 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

Age the Funds	Length of Time Served <sup>1</sup>	Principal Occupations During the Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee <sup>2</sup>	Other Board Positions Held by Trustee	
Independent Trustees	IAE: 10/2007-Present				
	IDE: 01/2008-Present				
	IGA: 10/2007-Present				
Colleen D. Baldwin Trustee	IGD: 10/2007-Present	President, Glantuam Partners, LLC, a business consulting	151	DSM/Dentaquest, Boston MA (02/2014-Present).	
Age: 55	IHD: 08/2010-Present	firm (01/2009-Present).			
	IID: 07/2007-Present				
	IRR: 10/2007-Present				
Peter S. Trustee Drotch	IAE: 10/2007-Present	Retired.	151	First Marblehead Corporation	
Age: 74	IDE: 01/2008-Present			(09/2003-Present).	
	IGA: 10/2007-Present				
	IGD: 10/2007-Present				

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IHD: 08/2010-Present

IID: 10/2007-Present

IRR: 10/2007-Present

Martin J. Trustee All Funds: Gavin 08/2015-Present	Retired. Formerly, President and Chief Executive Officer, Connecticut Children's Medical Center (05/2006-11/2015)
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None.

Name and Age	Positions Held with the Funds	Length of Time Served <sup>1</sup>	Principal Occupations During the Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee <sup>2</sup>	Other Board Positions Held by Trustee
Russell H. Jones Age: 72	Trustee	All Funds: 05/2013-Present	Retired.	151	None.
		IAE: 01/2007-Present			
		IDE: 01/2008-Present			
		IGA: 07/2005-Present			
Patrick W. Kenny	Trustee	IGD: 02/2005-Present	Retired.	151	Assured Guaranty Ltd. (04/2004-Present).
Age: 73		IHD: 08/2010-Present			
		IID: 05/2007-Present			
		IRR: 09/2006-Present			
Joseph E. Obermeyer Age: 58	Trustee	All Funds: 05/2013-Present	President, Obermeyer & Associates, Inc., a provider of financial and economic consulting services (11/1999-Present)	151	None.
Roger B. Vincent	Trustee	IAE: 01/2007-Present	Retired. Formerly, President, Springwell Corporation, a	151	UGI Corporation (02/2006-Present) and UGI Utilities, Inc.
Age: 70		IDE: 01/2008-Present	corporate finance firm (03/1989-08/2011).		(02/2006-Present).
		IGA: 07/2005-Present			
		IGD: 02/2005-Present			

Explanation of Responses:

### IHD: 08/2010-Present

IID: 05/2007-Present

IRR:09/2006-Present

Name and Age	the Funds	Length of Time	Principal Occupations During the Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee <sup>2</sup>	Other Board Positions Held by Trustee
Shaun P. Mathews <sup>3</sup> Age: 60	Trustee	IDE: 01/2008-Present IGA: 06/2006-Present IGD: 06/2006-Present IHD: 08/2010-Present IID: 05/2007-Present	President and Chief Executive Officer, Voya Investments, LLC (12/2006-Present).	151	Voya Capital Corporation, LLC and Voya Investments Distributor, LLC, (12/2005-Present); Voya Funds Services, LLC, Voya Investments, LLC and Voya Investment Management, (03/2006-Present); and Voya Investment Trust Co. (04/2009-Present).

The Board is divided into three classes, with the term of one class expiring at each annual meeting of each Fund. Trustees serve until their successors are duly elected and qualified. The tenure of each Independent Trustee is subject to the Board's retirement policy, which states that each duly elected or appointed Independent Trustee shall 1.retire from and cease to be a member of the Board of Trustees at the close of business on December 31 of the

IRR:09/2006-Present

calendar year in which the Independent Trustee attains the age of 75. A majority vote of the Board's other Independent Trustees may extend the retirement date of an Independent Trustee if the retirement would trigger a requirement to hold a meeting of shareholders of the Fund.

For the purposes of this table, "Fund Complex" means the Voya family of funds, including the following investment companies: Voya Asia Pacific High Dividend Equity Income Fund; Voya Balanced Portfolio, Inc.; Voya Emerging Markets High Dividend Equity Fund; Voya Equity Trust; Voya Funds Trust; Voya Global Advantage and Premium Opportunity Fund; Voya Global Equity Dividend and Premium Opportunity Fund; Voya Infrastructure, Industrials and Materials Fund; Voya Intermediate Bond Portfolio; Voya International High Dividend Equity Income Fund; Voya Investors Trust; Voya Money Market Portfolio; Voya Mutual Funds; Voya Natural Resources Equity Income Fund; Voya Partners, Inc.; Voya Prime Rate Trust; Voya Senior Income Fund; Voya Separate Portfolios Trust; Voya Series Fund, Inc.; Voya Strategic Allocation Portfolios, Inc.; Voya Variable Funds; Voya Variable Insurance Trust; Voya Variable Portfolios, Inc.; and Voya Variable Products Trust. The number of funds in the Fund Complex is as of February 29, 2016.

<sup>3</sup>. Mr. Mathews is deemed to be an Interested Trustee because of his current affiliation with the Voya funds, Voya Financial, Inc., and Voya Financial, Inc.'s affiliates.

Appendix C: Trustee Compensation Table

The following tables have been provided to the Funds by the Adviser and its affiliates and sets forth information regarding the compensation paid to the Independent Trustees for the Funds' fiscal year ended February 29, 2016 for service on the Board.

		gate Coi year en	Total Compensation from the Fund and					
		•		•		ĺ	IDD	Complex Paid to
Name of Trustee	IAE	IDE	IGA	IGD	IHD	IID	IRR	Trustees <sup>1</sup>
Colleen D. Baldwin	\$512	1,068	766	2,929	695	230	632	367,500
John V. Boyer	\$610	1,271	912	3,486	828	273	754	437,500
Patricia W. Chadwick	\$512	1,068	766	2,929	695	230	632	367,500
Albert E. DePrince, Jr. <sup>2</sup>	\$479	\$479 998 717 2,740 649 215 591						337,500
Peter S. Drotch	\$505	1,053	756	2,889	686	226	624	362,500
Martin J. Gavin <sup>3</sup>	\$207	444	326	1,244	277	95	252	151,440
Russell H. Jones	\$505	1,053	756	2,889	686	226	624	362,500
Patrick W. Kenny	\$502	1,046	751	2,869	681	225	620	360,000
Joseph E. Obermeyer	\$512	1,068	766	2,929	695	230	632	367,500
Sheryl K. Pressler	\$561	1,170	839	3,207	762	251	693	402,500
Christopher P. Sullivan <sup>4</sup>	\$199	426	148,940					
Roger B. Vincent	\$470	981	704	2,690	638	211	581	337,500

During the fiscal year ended February 29, 2016, Mses. Baldwin and Pressler and Messrs. Boyer, Gavin, Jones, 1. Kenny, and Obermeyer deferred \$50,000, \$60,000, \$20,000, \$75,720, \$112,500, \$90,000, and \$36,750, respectively, of their compensation from the Voya family of funds.

- 3. Mr. Gavin was appointed as Trustee effective August 1, 2015.
- 4. Mr. Sullivan was appointed as Trustee effective October 1, 2015.

Appendix D: Shares Owned by Trustees

The following table sets forth information regarding the dollar range of equity securities of the Funds and other funds in the Voya family of funds beneficially owned by each Trustee as of February 29, 2016.

Name of Trustee	IAE	IDE	IGA	IGD	IHD	IID	IRR	Aggregate Dollar Range of Equity Securities in all Registered Investment Companies Overseen by Trustee in Family of Investment Companies
Trustees								
Colleen D. Baldwin	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
								Over \$100,000
John V. Boyer	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
Patricia W. Chadwick	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000
Peter S. Drotch	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000
Martin J. Gavin <sup>1</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
Russell H. Jones	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
								Over \$100,000
Patrick W. Kenny	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
								Over \$100,000 <sup>3</sup>
Joseph E. Obermeyer	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
Sheryl K. Pressler	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000 <sup>3</sup>
Christopher P. Sullivan <sup>2</sup>	\$0	\$0	\$0	\$0	\$0	\$0	\$0	None
								Over \$100,000
Roger B. Vincent	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
								Over \$100,000 <sup>3</sup>
Trustee who is an 'Person''	"Inter	rested						
Shaun P. Mathews	\$0	\$0	\$0	\$0	\$0	\$0	\$0	Over \$100,000
Shaun F. Mathews	ψŪ	ψŪ	φυ	φυ	ψυ	ψυ	ψυ	Over \$100,000 <sup>3</sup>

1.

Mr. Gavin was appointed as Trustee effective August 1, 2015.

2.

Mr. Sullivan was appointed as Trustee effective October 1, 2015.

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3. Includes the value of shares in which a Trustee has an indirect interest through a deferred compensation plan and/or a 401(k) Plan.

# Appendix E: Officers

Information for each Officer of the Funds is set forth in the table below:

Name and Age	Positions Held with the Funds	Term of Office and Length of Time Served <sup>1</sup> IAE: 01/2007-Present	Principal Occupation During the Last Five Years
		IDE: 11/2007-Present	
		IGA: 11/2006-Present	
Shaun P.	President and Chief Executive Officer	IGD: 11/2006-Present	President and Chief Executive Officer, Voya
Mathews Age: 60		IHD: 07/2010-Present	Investments, LLC (12/2006-Present).
		IID: 04/2007-Present	
		IRR:11/2006-Present	
		IAE: 01/2007-Present	
	Executive Vice President	IDE: 11/2007-Present	Managing Director and Chief Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC
Michael I		IGA: 07/2005-Present	(03/2012-Present). Formerly, Chief Compliance Officer,
Michael J. Roland Age: 57		IGD: 01/2005-Present	Directed Services LLC and Voya Investments, LLC (03/2011-12/2013); Executive Vice President and Chief
		IHD: 07/2010-Present	Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC (01/2007-04/2012); and Chief
		IID: 04/2007-Present	Compliance Officer, Voya Family of Funds (03/2011-02/2012).
		IRR: 08/2006-Present	

Name and Age	with the Funds	Term of Office and Length of Time Served <sup>1</sup> IAE, IDE, IGA, IGD, IID, and IRR: 09/2009-Present IHD: 07/2010-Present	Principal Occupation During the Last Five Years
Stanley D. Vyner Age: 66	Executive Vice President	IAE: 01/2007-Present IDE: 11/2007-Present IGA: 07/2005-Present IGD: 01/2005-Present IHD: 07/2010-Present IID: 04/2007-Present IRR:08/2006-Present	Executive Vice President, Voya Investments, LLC (07/2000-Present) and Chief Investment Risk Officer, Voya Investments, LLC (01/2003-Present).
			Senior Vice President, Voya Investment Management
Kevin M. Gleason Age: 49	Chief Compliance Officer	All Funds: 02/2012-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company, (06/2004-01/2012).
Gleason	Compliance		and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern
Gleason	Compliance Officer	02/2012-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern
Gleason Age: 49	Compliance Officer Senior Vice President,	02/2012-Present IAE: 01/2007-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company, (06/2004-01/2012).
Gleason	Compliance Officer Senior Vice President, Chief/Principal Financial Officer	02/2012-Present IAE: 01/2007-Present IDE: 11/2007-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern
Gleason Age: 49 Todd Modic	Compliance Officer Senior Vice President, Chief/Principal	02/2012-Present IAE: 01/2007-Present IDE: 11/2007-Present IGA: 07/2005-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company, (06/2004-01/2012). Senior Vice President, Voya Investments, LLC and
Gleason Age: 49 Todd Modic	Compliance Officer Senior Vice President, Chief/Principal Financial Officer and Assistant	02/2012-Present IAE: 01/2007-Present IDE: 11/2007-Present IGA: 07/2005-Present IGD: 05/2005-Present	and Chief Compliance Officer, Voya Family of Funds (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company, (06/2004-01/2012). Senior Vice President, Voya Investments, LLC and

Name and Age	Positions Held with the Funds	Term of Office and Length of Time Served <sup>1</sup> IAE: 01/2007-Present	Principal Occupation During the Last Five Years
		IDE: 11/2007-Present	
		IGA: 07/2005-Present	
Kimberly A.	Senior Vice	IGD: 01/2005-Present	Senior Vice President, Voya Investments, LLC
Anderson Age: 51	President	IHD: 07/2010-Present	(09/2003-Present).
		IID: 04/2007-Present	
		IRR: 08/2006-Present	
Julius A. Drelick III Age: 49	Senior Vice President	All Funds: 07/2012-Present	Senior Vice President – Fund Compliance, Voya Investments, LLC (06/2012-Present); Chief Compliance Officer of Directed Services LLC and Voya Investments, LLC (01/2014-Present). Formerly, Vice President - Platform Product Management & Project Management, Voya Investments, LLC (04/2007-06/2012).
	Senior Vice President	IAE: 01/2007-Present	
		IDE: 11/2007-Present	
		IGA: 05/2006-Present	
Robert Terris		IGD: 05/2006-Present	Senior Vice President, Head of Division Operations, Voya Investments, LLC (10/2015-Present) and
Age: 45		IHD: 07/2010-Present	Voya Funds Services, LLC (03/2006-Present).
		IID: 04/2007-Present	
		IRR: 08/2006-Present	
Fred Bedoya Age: 43	Vice President and Treasurer	All Funds: 09/2012-Present	Vice President, Voya Investments, LLC (10/2015-Present) and Voya Funds Services, LLC (07/2012-Present). Formerly, Assistant Vice President-Director, Voya Funds Services, LLC (03/2003-03/2012).

Name and Age	Positions Held with the Funds	Term of Office and Length of Time Served <sup>1</sup> IAE: 01/2007-Present	Principal Occupation During the Last Five Years
		IDE: 11/2007-Present	
		IGA: 07/2005-Present	
Maria M.		IGD: 01/2005-Present	Vice President, Voya Investments, LLC
Anderson Age: 57	Vice President	IHD: 07/2010-Present	(10/2015-Present) and Voya Funds Services, LLC (09/2004-Present).
		IID: 04/2007-Present	
		IRR: 08/2006-Present	
		IAE: 01/2007-Present	
Lauren D. Bensinger Age: 62	Vice President	IDE:11/2007-Present	Vice President, Voya Funds Services, LLC (02/1996-Present) and Voya Investments, LLC
		IGA: 07/2005-Present	(10/2004-Present); and Vice President and Money Laundering Reporting Officer, Voya Investments
		IGD: 01/2005-Present	Distributor, LLC (04/2010-Present). Anti-Money Laundering Compliance Officer, Voya Financial, Inc.
		IHD: 07/2010-Present	(01/2013-Present); Money Laundering Reporting Officer, Voya Investment Management Trust Co.
		IID: 04/2007-Present	(10/2012-Present).
		IRR: 08/2006-Present	
Sara Donaldson Age: 56	Vice President	All Funds: 09/2014-Present	Vice President, Voya Investments, LLC (10/2015-Present). Formerly, Vice President, Voya Funds Services, LLC (04/2014-10/2015). Formerly, Director, Compliance, AXA Rosenberg Global Services, LLC (09/1997-03/2014).
Robyn L.	Vice President	IAE: 01/2007-Present	Vice President, Voya Funds Services, LLC
Ichilov Age: 48		IDE: 11/2007-Present	(11/1995-Present) and Voya Investments, LLC (08/1997-Present). Formerly, Treasurer, Voya Family of
		IGA: 07/2005-Present	Funds (11/1999-02/2012).
		IGD: 01/2005-Present	
		IHD: 07/2010-Present	

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IID: 04/2007-Present

IRR: 08/2006-Present

Name and Age	Positions Held with the Funds	Term of Office and Length of Time Served <sup>1</sup>	Principal Occupation During the Last Five Years		
Jason Kadavy Age: 40	Vice President	All Funds: 09/2012-Present	Vice President, Voya Investments, LLC (10/2015-Present) and Voya Funds Services, LLC (07/2007-Present).		
		IAE: 01/2007-Present			
		IDE: 11/2007-Present			
		IGA: 03/2006-Present	Vice President-Mutual Fund Product Development, Voya Investments, LLC (07/2012-Present); Vice		
Kimberly K.		IGD: 03/2006-Present	President, Voya Family of Funds (03/2010-Present) and Vice President, Voya Funds Services, LLC		
Springer Age: 59	Vice President	IHD: 07/2010-Present	(03/2006-Present). Formerly Managing Paralegal, Registration Statements (06/2003-07/2012).		
		IID: 04/2007-Present			
		IRR: 08/2006-Present			
Craig Wheeler Age: 47	Vice President	All Funds: 05/2013-Present	Vice President-Director of Tax, Voya Investments, LLC (10/2015-Present). Formerly, Vice President-Director of Tax, Voya Funds Services, LLC (03/2013-10/2015) and Assistant Vice President-Director of Tax, Voya Funds Services, LLC (03/2008-02/2013).		
		IAE: 01/2007-Present			
		IDE: 11/2007-Present			
	Secretary	IGA: 07/2005-Present			
Huey P.		IGD: 01/2005-Present	Senior Vice President and Chief Counsel, Voya		
Falgout, Jr. Age: 52		IHD: 07/2010-Present	Investment Management-Mutual Fund Legal Department (03/2010-Present).		
		IID: 04/2007-Present			
		IRR: 08/2006-Present			
Paul A. Caldarelli Age: 64	Assistant Secretary		Vice President and Senior Counsel, Voya Investment Management-Mutual Fund Legal Department (03/2010-Present).		
Explanation of	Besnonses.		23		

# Edgar Filing: BUZARD JAMES - Form 4

IHD: 07/2010-Present

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Name and Age	Positions Held with the Funds	Term of Office and Length of Time Served <sup>1</sup>	Principal Occupation During the Last Five Years
		IAE: 01/2007-Present	
		IDE: 11/2007-Present	
Theresa K. Kelety Age: 53		IGA: 07/2005-Present	
	Assistant Secretary	IGD: 01/2005-Present	Vice President and Senior Counsel, Voya Investment Management-Mutual Fund Legal Department (03/2010-Present).
		IHD: 07/2010-Present	
		IID: 04/2007-Present	t
		IRR: 08/2006-Present	

1. The officers hold office until the next annual meeting of the Trustees and until their successors have been elected and qualified.

Appendix F: Common Shares Outstanding

The following table sets forth the Common Shares outstanding for each Fund as of the Record Date.

FundNumber of Common Shares OutstandingIAE12,651,007.000IDE19,805,000.000IGA18,353,572.000IGD97,548,925.000IHD19,539,819.000IID8,405,206.000IRR22,766,048.000

## Appendix G: 5% Beneficial Ownership

Fund	Name and Address of Shareholder <sup>1</sup>	Percentage of Fund	
IAE	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.96	%
IDE	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.97	%
IGA	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.96	%
IGD	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.88	%
IHD	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.96	%
IID	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.88	%
IRR	Cede & Co PO Box 20 Bowling Green Station New York, NY 10274	99.97	%

This entity is the shareholder of record and may be deemed to be the beneficial owner of the shares listed
 for certain purposes under the securities laws, although in certain instances it may not have an economic interest in these shares and would, therefore, ordinarily disclaim any beneficial ownership therein.

Appendix H: Fees Paid to the Independent Registered Public Accountants

The following table shows fees paid to KPMG for professional audit services during the Funds' most recent fiscal years ended February 29, 2016 and February 28, 2015, as well as fees billed for other services rendered by KPMG to the Funds.

Audit Fees <sup>1</sup>		Audit-Related Fees <sup>2</sup>		Tax Fees <sup>3</sup>		All Other Fees <sup>4</sup>		
Fund	2016	2015	2016	2015	2016	2015	2016	2015
IAE	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$10,517	\$10,210	\$0	\$387
IDE	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$10,883	\$10,210	\$0	\$849
IGA	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$13,095	\$10,210	\$2,650	\$3,038
IGD	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$11,091	\$10,210	\$0	\$2,194
IHD	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$10,621	\$10,210	\$2,650	\$1,880
IID	\$26,600	\$26,600	\$ 2,525	\$ 2,525	\$10,353	\$10,210	\$0	\$179
IRR	\$24,200	\$24,200	\$ 2,525	\$ 2,525	\$10,387	\$10,210	\$0	\$594

1. Audit fees consist of fees billed for professional services rendered for the audit of the Funds' year-end financial statements and services that are normally provided by KPMG in connection with statutory and regulatory filings.

Audit-related fees consist principally of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Funds' consolidated financial statements and are not reported under 2. "Audit Fees." These services include attestation services that are not required by statute or regulations and consultations concerning financial accounting and reporting standards.

3. Tax fees consist of fees billed for professional services for tax compliance. These services include assistance regarding federal, state, and local tax compliance.

4. All other fees would include fees for products and services other than the services reported above, including those related to the review and issuance of consents on various SEC filings.

The following tables presents: (i) the aggregate non-audit fees (*i.e.*, fees for audit-related, tax, and other services) billed to each Registrant by the independent registered public accounting firm for each Registrant's fiscal years ended February 29, 2016 and February 28, 2015; and (ii) the aggregate non-audit fees billed to the investment adviser, or any of its affiliates, by the independent registered public accounting firm for the same time periods.

### **Aggregate Non-Audit Fees**

Registrant/Investment Adviser	2016	2015
IAE	\$13,042	\$13,122
IDE	\$13,408	\$13,584
IGA	\$18,270	\$15,773
IGD	\$13,616	\$14,929
IHD	\$15,796	\$14,615
IID	\$12,878	\$12,914
IRR	\$12,912	\$13,329
Voya Investments, LLC <sup>1</sup>	\$178,050	\$211,825

1. Includes fees paid by the Adviser and any affiliates of the Adviser that are subsidiaries of Voya Financial, Inc.

VOYA CCE-PRX-0518

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EVERY SHAREHOLDER'S VOTE IS IMPORTANT EASY VOTING OPTIONS: VOTE ON THE INTERNET Log on to: www.proxy-direct.com or scan the QR code Follow the on-screen instructions available 24 hours VOTE BY PHONE Call 1-800-337-3503 Follow the recorded instructions available 24 hours VOTE BY MAIL Vote, sign and date this Proxy Card and return in the postage-paid envelope VOTE IN PERSON Attend Shareholder Meeting 7337 East Doubletree Ranch Road, Suite 100 Scottsdale, Arizona on July 7, 2016 Please detach at perforation before mailing. PROXY PROXY (VOYA INTERNATIONAL HIGH DIVIDEND EQUITY INCOME FUND)ANNUAL MEETING OF SHAREHOLDERS (TO BE HELD ON JULY 7, 2016) THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES. The undersigned hereby appoints Huey P. Falgout, Jr., Theresa K. Kelety, or Todd Modic, in any capacity, with full power of substitution as proxy or proxies of the undersigned, to vote all shares of Voya International High Dividend Equity Income Fund (the "Fund") which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held July 7, 2016 at 1:00 p.m. (Local time), at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034, and any adjournment(s) or postponement(s) thereof. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting and the accompanying Proxy Statement/Prospectus, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such Annual Meeting. If this Proxy is executed but no instructions are given, the votes entitled to be cast by the undersigned will be cast "FOR" the nominees for trustee (Proposal 1). VOTE VIA THE INTERNET: www.proxy-direct.com VOTE VIA THE TELEPHONE: 1-800-337-3503 Note: Please sign exactly as your name(s) appear(s) on this Proxy. Joint owners should each sign personally. When signing as attorney, executor, administrator, trustee, officer of corporation or other entity or in another representative capacity, please give the full title under the signature. Signature and Title, if applicable Signature (if held jointly) Date IID 27724 042516 PLEASE SIGN, DATE AND RETURN THE PROXY PROMPTLY USING THE ENCLOSED ENVELOPE.

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