Voya Financial, Inc.
Form 4
March 09, 2016

FORM 4

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

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
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ragavan Chetlur S

(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)
03/07/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/07/2016		M		13,239	A	(1)	25,827	D	
Common Stock	03/07/2016		F		5,521	D	$ 31.35	20,306	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)

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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Numb of Sh
Restricted Stock Units	(2)	03/07/2016		M			10,445	(2)	(2)	Common Stock	10,4
Performance Stock Unit	(3)	03/07/2016		M			2,612	(3)	(3)	Common Stock	2,7
Restricted Stock Units	(4)	03/07/2016		A		11,755 (5)		(6)	(6)	Common Stock	11,7
Performance Stock Unit	(4)	03/07/2016		A		14,368 (5)		(7)	(7)	Common Stock	14,3 (7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ragavan Chetlur S 230 PARK AVENUE NEW YORK, NY 10169				See Remarks

Signatures

/s/ Jean Weng, Attorney in Fact	03/09/2016
**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.

(2) The restricted stock units were awarded as compensation in 2014 and 2015 and converted to common stock on a 1 to 1 basis upon the vesting date.

(3) The performance stock units were awarded as compensation in 2015 and converted to common stock based on the achievement of certain performance factors.

(4) Each stock unit represents a conditional right to receive one share of the company's common stock.

(5) The number of stock units granted was determined by reference to the closing price of a share of the company's common stock on March 7, 2016, the date of the grant.

(6) 1/3 of the restricted stock units will vest on March 7, 2017, 1/3 on March 7, 2018 and 1/3 on March 7, 2019.

(7) 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 (March 7, 2019) can range from 0% to 150% of the number presented above.

Remarks:

Executive Vice President and Chief Risk Officer

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