

# FORM 4

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

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).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|                                           |  |  |                                                   |  |  |                                                                                                                                                                                                             |  |  |
|-------------------------------------------|--|--|---------------------------------------------------|--|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                  |  |  |
| <b>Smith Michael S</b>                    |  |  | <b>Voya Financial, Inc. [ VOYA ]</b>              |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>See Remarks</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |                                                                                                                                                                                                             |  |  |
| <b>230 PARK AVENUE</b>                    |  |  | <b>2/22/2019</b>                                  |  |  |                                                                                                                                                                                                             |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                 |  |  |
| <b>NEW YORK, NY 10169</b>                 |  |  |                                                   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                                             |  |  |
| (City) (State) (Zip)                      |  |  |                                                   |  |  |                                                                                                                                                                                                             |  |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|---------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price   |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 2/22/2019      |                                         | M                            |   | 6570                                                                    | A             | (1)     | 95124                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 2/22/2019      |                                         | F                            |   | 3497                                                                    | D             | \$49.95 | 91627                                                                                               | D                                                                       |                                                                   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|-------------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                   | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock<br>Units                      | (2)                                                                | 2/22/2019         |                                         | M                               |   | 6570                                                                                                  |     | (2)                                        | (2)                | Common<br>Stock                                                                            | 6570                             | \$0                                                 | 59813                                                                                                                      | D                                                                                                     |                                                                    |
| Performance Stock<br>Unit                      | (3)                                                                |                   |                                         |                                 |   |                                                                                                       |     | (3)                                        | (3)                | Common<br>Stock                                                                            | 96400 (4)                        |                                                     | 96400                                                                                                                      | D                                                                                                     |                                                                    |
| Performance-Based<br>Stock Options             | (5)                                                                |                   |                                         |                                 |   |                                                                                                       |     | (5)                                        | (5)                | Common<br>Stock                                                                            | 182374                           |                                                     | 182374                                                                                                                     | D                                                                                                     |                                                                    |

### Explanation of Responses:

- 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.
- The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
- 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.
- The options vest based on the conditions set forth in their respective agreements.

### Remarks:

Executive Vice President and Chief Financial Officer

### Reporting Owners

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

**Signatures**

/s/ Jean Weng, Attorney in Fact

2/26/2019

—Signature of Reporting Person

Date

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

\* 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).

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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