

# FORM 4

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

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### 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 <sup>*</sup> <b>Smith Michael S</b> (Last) (First) (Middle) <b>230 PARK AVENUE</b> (Street) <b>NEW YORK, NY 10169</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Voya Financial, Inc. [ VOYA ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>See Remarks</b>
	3. Date of Earliest Transaction (MM/DD/YYYY) <b>2/20/2020</b>	
	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								120823	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Unit	(1)	2/20/2020		A		26154	(2)	(2)	Common Stock	26154	\$0	96042	D	
Restricted Stock Units	(1)	2/20/2020		A		19805	(3)	(3)	Common Stock	19805	\$0	55618	D	
Performance-Based Stock Options	(4)						(4)	(4)	Common Stock	182374		182374	D	

#### Explanation of Responses:

- (1) Each stock unit represents a conditional right to receive one share of the company's common stock.
- (2) 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 (February 20, 2023) can range from 0% to 150% of the number presented above.
- (3) 1/3 of the restricted stock units will vest on February 20, 2021, 1/3 on February 20, 2022 and 1/3 on February 20, 2023.
- (4) The options vest based on the conditions set forth in their respective agreements.

#### Remarks:

Chief Financial Officer and Interim Chief Risk Officer

#### Reporting Owners

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

#### Signatures

/s/ Jean Weng, Attorney in Fact

2/24/2020

\*\*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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