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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

June 1, 2018

VOYA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-35897
(Commission File Number)

No. 52-1222820
(IRS Employer Identification Number)

230 Park Avenue
New York, New York
(Address of principal executive offices)

10169
(Zip Code)

Registrant's telephone number, including area code: (212) 309-8200

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets

On June 1, 2018 Voya Financial, Inc. a Delaware corporation (the “Company”), completed the sale (the “Transaction”) of Voya Insurance and Annuity Company, an Iowa domiciled life insurance company subsidiary of the Company (“VIAC”), and Directed Services LLC, an indirect broker-dealer subsidiary of the Company (“DSL”). VIAC and DSL were acquired by a subsidiary of VA Capital Company LLC, a Delaware limited liability company (“VA Capital”) that is an insurance holding company formed by affiliates of Apollo Global Management LLC (“Apollo”) and Athene Holding Ltd. (“Athene”). Reverence Capital Partners, L.P. and Crestview Advisors, L.L.C. are also investors in VA Capital, along with the Company, which has acquired a 9.99% equity interest in VA Capital. In addition, affiliates of the Company continue to own surplus notes issued by VIAC in an aggregate principal amount of \$350 million. The Transaction has resulted in the Company’s disposition of substantially all of its variable annuity and fixed and fixed indexed annuity businesses and related assets.

The purchase price for VIAC and DSL consisted of DSL’s net capital in excess of required regulatory capital and VIAC’s net surplus at closing in excess of Required Adjusted Book Value (as such term is defined in the Master Transaction Agreement pursuant to which the transaction was consummated (the “MTA”)), after giving effect to certain restructuring and other pre-closing transactions, including the reinsurance of the fixed and fixed indexed annuity business of VIAC to affiliates of Athene and the payment of a ceding commission by Athene therefor. The purchase price at closing was based on the Company’s estimate of Required Adjusted Book Value and is subject to a post-closing adjustment mechanism set forth in the MTA.

Item 9.01 Financial Statements and Exhibits

(b) Pro forma financial information

The pro forma financial information required by Article 11 of Regulation S-X are attached hereto as Exhibit 99.1 and incorporated by reference herein.

(d) Exhibits

99.1 [Unaudited Pro Forma Condensed Consolidated Financial Statements](#)

Unaudited Pro forma Condensed Consolidated Financial Statements

On June 1, 2018 Voya Financial, Inc. a Delaware corporation (the “Company”), completed the sale (the “Transaction”) of Voya Insurance and Annuity Company, an Iowa domiciled life insurance company subsidiary of the Company (“VIAC”), and Directed Services LLC, an indirect broker-dealer subsidiary of the Company (“DSL”). VIAC and DSL were acquired by a subsidiary of VA Capital Company LLC, a Delaware limited liability company (“VA Capital”).

The Unaudited Pro forma Condensed Consolidated Financial Statements included herein should be read in conjunction with the Company’s unaudited Condensed Consolidated Financial Statements included in the Quarterly Report on Form 10-Q for the three months ended March 31, 2018, filed with the Securities and Exchange Commission (“SEC”) on May 2, 2018 as well as the Company’s audited Consolidated Financial Statements included in the Annual Report on Form 10-K filed with the SEC on February 23, 2018. The Unaudited Pro forma Condensed Consolidated Balance Sheet as of March 31, 2018 was derived from the historical Condensed Consolidated balance sheet and the pro forma adjustments give effect to events that are directly attributable to the Transaction as if the Transaction occurred on March 31, 2018. The Unaudited Pro forma Condensed Consolidated Statements of Operations for the three months ended March 31, 2018 and the year ended December 31, 2017 were derived from the historical Consolidated Statements of Operations and the pro forma adjustments give effect to events that are directly attributable to the transaction as if the Transaction occurred on January 1, 2017. These pro forma adjustments reflect adjustments that are factually supportable and are expected to have a continuing impact on the Company’s consolidated results of operations. Pro forma adjustments do not include any net revenue amounts related to transition services arrangements between the Company and affiliates of VA Capital, because the Company does not expect these net revenues to have any significant effect on the Company’s results of operations for a period greater than 12 months after consummation of the Transaction.

The Unaudited Pro forma Condensed Consolidated Financial Statements are presented based on information available upon closing of the Transaction and are not reflective of the Company’s financial position had the Transaction occurred on March 31, 2018 or of the Company’s results of operations during the periods presented had the Transaction occurred on January 1, 2017. Additionally, the Unaudited Pro forma Condensed Consolidated Financial Statements do not reflect future events that are not directly attributable to the Transaction including future share repurchases that may be completed during 2018. Actual results during future periods may vary significantly from the results reflected in the Unaudited Pro forma Condensed Consolidated Financial Statements included herein.

Voya Financial, Inc.
Unaudited Pro forma Condensed Consolidated Balance Sheet
March 31, 2018

(Dollars in millions)

	March 31, 2018 (As reported)	Total Pro Forma Adjustments	March 31, 2018 (As Adjusted)
Assets			
Total investments	\$ 64,608	\$ 35 (1)	\$ 64,643
Cash and cash equivalents	1,411	395 (2)	1,806
Short term investments under securities loan agreement	1,479	-	1,479
Accrued investment income	691	-	691
Premium receivable and reinsurance recoverable	7,601	-	7,601
Deferred policy acquisition costs and Value of business acquired	3,769	-	3,769
Current income taxes recoverable	28	-	28
Deferred income tax asset	1,022	-	1,022
Other assets	1,360	1	1,361
Assets related to consolidated investment entities	2,826	-	2,826
Assets held in separate accounts	77,949	-	77,949
Assets held for sale	57,080	(57,080) (3)	-
Total Assets	\$ 219,824	\$ (56,649)	\$ 163,175
Liabilities			
Future policy benefits	\$ 15,379	\$ -	\$ 15,379
Contract owner account balances	50,353	-	50,353
Payables under securities loan agreement, including collateral held	1,719	-	1,719
Long-term debt	3,458	-	3,458
Derivatives	168	-	168
Pension and other postretirement provisions	540	-	540
Other liabilities	2,044	-	2,044
Liabilities related to consolidated investment entities	1,347	-	1,347
Liabilities related to separate accounts	77,949	-	77,949
Liabilities held for sale	56,458	(56,458) (3)	-
Total Liabilities	209,415	(56,458)	152,957
Shareholders' Equity			
Common stock	3	-	3
Treasury stock	(3,936)	-	(3,936)
Additional paid-in capital	23,961	-	23,961
Accumulated other comprehensive income (loss)	1,511	(210) (3)	1,301
Retained earnings (deficit)	(12,161)	19 (4)	(12,142)
Total Voya Financial, Inc. shareholders' equity	9,378	(191)	9,187
Noncontrolling interest	1,031	-	1,031
Total Shareholders' Equity	10,409	(191)	10,218
Total Liabilities and Shareholders' Equity	\$ 219,824	\$ (56,649)	\$ 163,175

See Accompanying Notes to Unaudited Pro forma Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Unaudited Pro forma Condensed Consolidated Statement of Operations
for the Three Months Ended March 31, 2018

(Dollars in millions)

	Three Months Ended March 31, 2018 (As Reported)	Total Pro Forma Adjustments	Three Months Ended March 31, 2018 (As Adjusted)
Revenues:			
Net investment income	\$ 823	\$ -	\$ 823
Fee income	676	(9) (5)	667
Premiums	539	-	539
Net realized gains (losses)	(181)	-	(181)
Other revenue	99	-	99
Income (loss) related to consolidated investment entities	11	-	11
Total revenues	1,967	(9)	1,958
Benefits and expenses:			
Policyholder benefits	708	-	708
Interest credited to contract owner account balances	382	-	382
Operating expenses	700	-	700
Net amortization of Deferred policy acquisition costs and Value of business acquired	100	-	100
Interest expense	49	-	49
Operating expenses related to consolidated investment entities	7	-	7
Total benefits and expenses	1,946	-	1,946
Income (loss) from continuing operations before income taxes	21	(9)	12
Income tax expense (benefit)	4	(2) (6)	2
Income (loss) from continuing operations	\$ 17	\$ (7)	\$ 10

See Accompanying Notes to Unaudited Pro forma Condensed Consolidated Financial Statements

Voya Financial, Inc.
Unaudited Pro forma Condensed Consolidated Statement of Operations
for the Year Ended December 31, 2017

(Dollars in millions)

	Year Ended December 31, 2017 (As reported)	Total Pro Forma Adjustments	Year Ended December 31, 2017 (As Adjusted)
Revenues:			
Net investment income	\$ 3,294	\$ -	\$ 3,294
Fee income	2,627	(35) ⁽⁵⁾	2,592
Premiums	2,121	-	2,121
Net realized gains (losses)	(227)	-	(227)
Other revenue	371	-	371
Income (loss) related to consolidated investment entities	432	-	432
Total revenues	8,618	(35)	8,583
Benefits and expenses:			
Policyholder benefits	3,030	-	3,030
Interest credited to contract owner account balances	1,606	-	1,606
Operating expenses	2,654	-	2,654
Net amortization of Deferred policy acquisition costs and Value of business acquired	529	-	529
Interest expense	184	-	184
Operating expenses related to consolidated investment entities	87	-	87
Total benefits and expenses	8,090	-	8,090
Income (loss) from continuing operations before income taxes	528	(35)	493
Income tax expense (benefit)	740	(7) ⁽⁶⁾	733
Income (loss) from continuing operations	\$ (212)	\$ (28)	\$ (240)

See Accompanying Notes to Unaudited Pro forma Condensed Consolidated Financial Statements

Notes to Unaudited Pro forma Condensed Consolidated Financial Statements

The Unaudited Pro forma Condensed Consolidated Financial Statements primarily include the following pro forma adjustments:

- 1) reflects the purchase of 9.99% equity interest in VA Capital.
- 2) reflects (i) a cash payment to the Company from an affiliate of VA Capital in respect of surplus in VIAC at closing in excess of Required Adjusted Book Value, (ii) receipt of a pre-closing dividend from DSL in respect of net capital in excess of required statutory minimum capital, (iii) a cash payment by the Company to VA Capital for a 9.99% equity interest in VA Capital, and (iv) payment by the Company of certain transaction costs. Does not include the impact of freed-up capital from the captive structure. The overall impact of this transaction is materially consistent with our prior expectations.
- 3) reflects the removal of assets and liabilities held for sale as well as the Accumulated Other Comprehensive Income associated with the businesses sold.
- 4) reflects partial reversal of \$19 million to the cumulative write down of the assets held for sale that was recorded as of March 31, 2018 based on estimated proceeds upon closing.
- 5) reflects a decrease in investment management fees associated with the Company general account assets associated with VIAC, net of additional third-party investment management fees payable by affiliates of VA Capital for investment management services being provided by the Company in respect of certain VIAC general account assets backing its variable annuity reserves and surplus pursuant to an investment management agreement.
- 6) reflects the income tax impact associated with the pro forma adjustments.