

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 (Check all applicable) | | |
| Nelson Charles P | | | Voya Financial, Inc. [VOYA] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) See Remarks | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 230 PARK AVE | | | 5/1/2018 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| NEW YORK, NY 10169 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 (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 | 5/1/2018 | | M | | 24867 | A | (1) | 45382 | D | |
| Common Stock | 5/1/2018 | | F | | 11467 | D | \$51.51 | 33915 | D | |
| Common Stock | 5/2/2018 | | P | | 13900 | A | \$50.2474 (2) | 47815 | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Stock Unit | (3) | 5/1/2018 | | M | | 4098 | | (4) | (4) | Common Stock | 4835 | \$0 | 87159 | D | |
| Performance Stock Unit | (5) | 5/1/2018 | | M | | 6147 | | (4) | (4) | Common Stock | 6515 | \$0 | 81012 | D | |
| Performance Stock Unit | (6) | 5/1/2018 | | M | | 6147 | | (4) | (4) | Common Stock | 8052 | \$0 | 74865 | D | |
| Restricted Stock Units | (7) | 5/1/2018 | | M | | 5465 | | (7) | (7) | Common Stock | 5465 | \$0 | 64800 | D | |
| Deferred Savings Plan Issuer Stock Units | (8) | | | | | | | (8) | (8) | Common Stock | 1740.916 | | 1740.916 | 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 and performance stock units that were awarded as compensation.
- This transaction was executed in multiple trades at prices ranging from \$50.22 to \$50.26. The price reported represents the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the company, or a security holder of the company, full information regarding the shares sold at each separate price.
- The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 118% of the performance stock units.
- The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors.
- The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 106% of the performance stock units.
- The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors. The number of shares of common stock delivered upon vesting is 131% of the performance stock units.
- The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.
- Each of these units represents a right to receive the cash value of one share of the company's common stock upon the reporting person's separation from the

company. The reporting person may reallocate investments in these units to alternative investments in the future.

Remarks:

CEO, Retirement and Employee Benefits

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson Charles P 230 PARK AVE NEW YORK, NY 10169 | | | See Remarks | |

Signatures

/s/ Jean Weng, Attorney in Fact

5/3/2018

**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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