

**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):

January 25, 2024

VOYA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-35897

No.

52-1222820

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification Number)

230 Park Avenue

New York

New York

10169

(Address of principal executive offices)

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.01 Par Value	VOYA	New York Stock Exchange
Depository Shares, each representing a 1/40th interest in a share of 5.35% Fixed-Rate Non-Cumulative Preferred Stock, Series B, \$0.01 par value	VOYAPrB	New York Stock Exchange

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 7.01 Regulation FD Disclosure

As previously disclosed by Voya Financial, Inc. (the "Company") in a Current Report on Form 8-K filed on July 7, 2022, Rodney O. Martin, Jr.'s term as Executive Chairman of the Board of Directors of the Company (the "Board") expires on February 29, 2024.

On January 25, 2024, the Board appointed David Zwiener, the Lead Director of the Board, as non-executive chair of the Board, to be effective February 29, 2024. In addition, on January 25, 2024, the Board appointed Ruth Ann M. Gillis as the next non-executive chair of the Board, to be effective upon the election of directors at the Company's next Annual Meeting of Shareholders. Upon Ms. Gillis's appointment as non-executive chair, Aylwin B. Lewis will become chair of the Board's audit committee.

On January 29, 2024, the Company issued a press release regarding the retirement of Rodney O. Martin, Jr. and the appointments of Mr. Zwiener, Ms. Gillis and Mr. Lewis. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

As provided in General Instruction B.2 of Form 8-K, the information provided pursuant to this Item 7.01 shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [Press Release \(furnished and not filed\)](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)]

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Voya Financial, Inc.
(Registrant)

By: /s/ My Chi To _____

Name: My Chi To

Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

Dated: January 29, 2024

Executive Chairman Rodney O. Martin, Jr., to retire on Feb. 29, 2024, as previously announced, following a successful tenure as Voya Financial's chairman and former CEO

David Zwiener, lead independent director of the board, named non-executive chair.

Ruth Ann M. Gillis nominated to assume non-executive chair role after May 2024 annual meeting, when Zwiener retires.

NEW YORK, Jan. 29, 2024 — Voya Financial, Inc. (NYSE: VOYA), announced today that David Zwiener, a board director for more than a decade and currently the board's lead independent director, will become non-executive chair upon the previously announced retirement of Executive Chairman Rodney O. Martin, Jr., on Feb. 29, 2024.

Martin previously served as Voya's chairman and chief executive officer (CEO) and was succeeded as CEO by Heather Lavallee on Jan. 1, 2023. Lavallee has also served as a director on Voya's board since July 2022.

Ruth Ann M. Gillis, who has served as a director since 2015, will assume the non-executive chair role upon the shareholder vote to elect directors at the company's 2024 annual meeting on May 23, 2024, when Zwiener will be retiring from the board.

Upon Gillis's appointment as non-executive chair, Aylwin B. Lewis will become chair of the audit committee of the board, upon the shareholder vote to elect directors at the company's annual meeting. Lewis joined the board in 2020 and has served as a member of the audit committee since that time as well. He also serves on the compensation, benefits and talent management committee as well as the nominating, governance and social responsibility committee.

Zwiener said, "The board is tremendously grateful for all that Rod has accomplished as Voya's chairman and CEO for more than a decade. In addition to successfully completing a number of strategic, financial and cultural initiatives that have driven significant value for Voya's shareholders, Rod has partnered closely with Heather and the board to help ensure a smooth CEO succession. As we have done for the past year, Voya will maintain separate roles for the chair and CEO — to allow the chair to focus on leading the board in its oversight and governance responsibilities and the CEO to focus on setting and executing Voya's strategic plans and initiatives, as well as managing its operations."

Zwiener continued, "Having been a part of Voya's board since the company's 2013 initial public offering — and having served as lead director since 2017 — I have had the honor of working with Rod, Heather and my fellow directors as Voya has significantly transformed its business, honed its strategy and created tremendous value. Now is the right time for me to retire from the

board. Over the next few months, Ruth Ann and I will work together to ensure a smooth transition of board leadership responsibilities."

"Consistent with Voya's commitment to effective corporate governance, we are undertaking a well-planned shift to a new board leadership structure," said Gillis. "I look forward to working with Heather as she continues to execute Voya's strategy. The board has strong confidence in Voya's entire leadership team and the opportunities for the company to deliver further value for shareholders."

"As I transition to retirement, I am confident that Heather, Voya's leadership team and the board will continue to execute on the company's strategy and provide further value for Voya's shareholders," said Martin. "I am grateful for the support of the board, our shareholders and our employees, and I am excited for Voya's continued success."

"I want to extend my appreciation to Rod, Dave, Ruth Ann and the entire board for their invaluable counsel and guidance," said Lavallee. "Voya has long prioritized the importance and value of diverse perspectives, as we have seen first-hand how it helps us remain focused on the needs of our customers. Our leadership team, our employees and our board all bring great insights into those client needs. I am excited about Voya's continued opportunities for growth and the positive outcomes they will bring to all of our stakeholders."

Gillis is the retired executive vice president and chief administrative officer of Exelon Corporation, and president of Exelon Business Services Company. At Exelon, Gillis oversaw key operations, including information technology and innovation, real estate, supply chain, and accounts payable and payroll from 2004 to 2015. She also previously served as executive vice president of Exelon's Commonwealth Edison Company subsidiary as well as senior vice president and CFO of Exelon Corporation. Gillis also serves on the boards of KeyCorp and Snap-on Incorporated.

Lewis served as chairman, CEO and president of Potbelly Corporation from June 2008 until his retirement in November 2017. From 2005 to 2008, he served as CEO and president of Sears Holdings, which was created from the successful merger with Kmart, where Lewis was president and CEO from 2004. Prior to joining Kmart, he served as chief multi-branding and operating officer of YUM! Brands, Inc., from 2003 to 2004 and as COO from 2000. Lewis serves on the board of directors of Marriott International, Inc., and Chef's Warehouse. He also previously served on the boards of Red Robin Gourmet Burgers, Inc., The Walt Disney Company and Starwood Hotels.

Media Contact: Investor Contact:

Christopher Breslin Michael Katz

(212) 309-8941 (212) 309-8999

Christopher.Breslin@voya.com IR@voya.com

About Voya Financial®

Voya Financial, Inc. (NYSE: VOYA), is a leading health, wealth and investment company with approximately 9,000 employees who are focused on achieving Voya's aspirational vision: Clearing your path to financial confidence and a more fulfilling life. Through products, solutions and technologies, Voya helps its 14.7 million individual, workplace and institutional clients become well planned, well invested and well protected. Benefitfocus, a Voya company, extends the reach of Voya's workplace benefits and savings offerings by providing benefits administration capabilities to 16.5 million individual subscription employees across employer and health plan clients. Certified as a "Great Place to Work" by the Great

Place to Work® Institute, Voya is purpose-driven and committed to conducting business in a way that is economically, ethically, socially and environmentally responsible. Voya has earned recognition as: one of the World's Most Ethical Companies® by Ethisphere; a member of the Bloomberg Gender-Equality Index; and a "Best Place to Work for Disability Inclusion" on the Disability Equality Index. For more information, visit voya.com. Follow Voya Financial on [Facebook](#), [LinkedIn](#) and Twitter [@Voya](#).

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