Ragavan Chetlur S
Form 4
March 11, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ragavan Chetlur S

(Last) (First) (Middle)

230 PARK AVENUE

(Street)

NEW YORK, NY 10169

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Voya Financial, Inc. [VOYA]

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	03/07/2019		M		23,028	A	(1)	57,595	D	
Common Stock	03/07/2019		F		9,315	D	$ 49.1	48,280	D	
Common Stock	03/08/2019		S		13,713	D	$ 48.153 (2)	34,567	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Restricted Stock Units	(3)	03/07/2019		M			3,919	(3)	(3)	Common Stock	
Performance Stock Unit	$ 1.33 (4)	03/07/2019		M			14,368	(4)	(4)	Common Stock	
Performance-Based Stock Options	(5)							(5)	(5)	Common Stock	
Deferred Savings Plan Issuer Stock Units	(6)							(6)	(6)	Common Stock	8,

Reporting Owners

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

Signatures

/s/ Jean Weng, Attorney in Fact	03/11/2019
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) 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.

(2) This transaction was executed in multiple trades at prices ranging from $48.1500 to $48.2200. 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.

(3) The restricted stock units were awarded as compensation and converted to common stock on a 1 to 1 basis upon the vesting date.

(4) The performance stock units were awarded as compensation and converted to common stock based on the achievement of certain performance factors.

(5) The options vest based on the conditions set forth in their respective agreements.

(6) 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:

Executive Vice President and Chief Risk Officer

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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