

Britton Donald W  
Form 4  
May 07, 2013

**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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Britton Donald W

2. Issuer Name and Ticker or Trading Symbol  
ING U.S., Inc. [VOYA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
230 PARK AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/07/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
See Remarks

NEW YORK, NY 10169

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	05/07/2013		A		41,026 (1)	A	\$ 0 41,026 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)

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Shares (Instr. 3 and 4)
Deferred Shares	(2)	05/07/2013		A	2,277 (3)	(4) (4)	Common Stock	2,277 \$
Deferred Shares	(5)	05/07/2013		A	27,778 (6)	(7) (7)	Common Stock	27,778 \$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Britton Donald W 230 PARK AVENUE NEW YORK, NY 10169			See Remarks	

## Signatures

/s/ Harris Oliner, attorney  
in fact 05/07/2013  
\*\*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).
- These shares of Common Stock reflect a grant of restricted shares. Fifty percent of these shares will fully vest at the end of the 180-day lock-up period, which commenced May 1, 2013, relating to the issuer's initial public offering of common stock (the "IPO"). The
- (1) remaining 50% will fully vest at the earlier of (i) the end of the lock-up period specified in the underwriting agreement related to the first secondary share offering of issuer common stock by ING Groep N.V. ("ING Group") following the IPO or (ii) the date of closing of any post-IPO merger or acquisition of the issuer.
  - (2) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.
- These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan in respect of the deferred portion of the reporting person's 2012 annual incentive award that exceeded a threshold amount.
- (3) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.
  - (4) Each deferred share represents a contingent right to receive one share of the issuer's Common Stock. The deferred shares may be settled in Common Stock, cash or a combination of cash and Common Stock.
  - (5)
  - (6)

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These shares reflect a grant of deferred shares approved by the issuer's board of directors pursuant to the issuer's 2013 Omnibus Employee Incentive Plan. The deferred shares replace ING Group deferred shares originally granted pursuant to the ING Group Long-Term Sustainable Performance Plan.

- (7) Fifty percent of the deferred shares vest on March 27, 2015, 25% of such shares vest on March 27, 2016 and 25% of such shares vest on March 27, 2017.

### **Remarks:**

Chief Executive Officer, Insurance Solutions

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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