

Voya Financial, Inc.
Form SC 13G
January 20, 2015

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Voya Financial, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45685E 106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ING Groep N.V.

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. Sec use only

4. Citizenship or place of organization

5. Sole voting power

Number of

shares 45,617,374

6. Shared voting power

beneficially

owned by 0

each 7. Sole dispositive power

reporting

person 45,617,374

8. Shared dispositive power

with

0

9. Aggregate amount beneficially owned by each reporting person

45,617,374

10. Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

..

11. Percent of class represented by amount in Row (9)

18.9%¹

12. Type of reporting person (see instructions)

CO

¹ Based on 241,828,592 shares of Common Stock, \$.01 par value, of Voya Financial, Inc. issued and outstanding, as reported by the issuer in a prospectus supplement dated November 12, 2014, filed with the Securities and Exchange Commission on November 14, 2014.

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Item 1.

(a) Name of Issuer

Voya Financial, Inc.

(b) Address of Issuer's Principal Executive Offices

230 Park Avenue,

New York, New York 10169

Item 2.

(a) Name of Person Filing

ING Groep N.V.

(b) Address of the Principal Office or, if none, residence

Bijlmerplein 888

1102 MG

Amsterdam

(c) Citizenship

The Netherlands

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Not Applicable

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 45,617,374

(b) Percent of class: 18.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 45,617,374

(ii) Shared power to vote or to direct the vote 0

(iii) Sole power to dispose or to direct the disposition of 45,617,374

(iv) Shared power to dispose or to direct the disposition of 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 19, 2015

ING GROEP N.V.

By: /s/ Cornelis Blokbergen

Name: Cornelis Blokbergen

Title: Head of Corporate Legal Department

By: /s/ A.J. Visser

Name: A.J. Visser

Title: Senior Legal Counsel