

Voya Financial, Inc.  
Form 8-K  
September 06, 2018

**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): September 5, 2018**

**VOYA FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35897**  
**(Commission**

**File Number)**

**No. 52-1222820**  
**(IRS Employer**

**Identification No.)**

**230 Park Avenue**

**New York, New York**  
**(Address of principal executive offices)**

**10169**  
**(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))  
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 8.01 Other Events**

On September 5, 2018, Voya Financial, Inc. ( Voya or the Company ), issued a press release announcing that it had priced its registered public offering (the Offering ) of 325,000 shares of its 6.125% Fixed-Rate Reset Non-Cumulative Preferred Stock, Series A, \$1,000 liquidation preference per share, at an offering price of \$1,000 per share.

A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

In connection with the Offering, the Company entered into an Underwriting Agreement, dated September 5, 2018 (the Underwriting Agreement ), between Voya and the underwriters named therein. The Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated into this Item 8.01 by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | <u>Underwriting Agreement, dated September 5, 2018, between Voya Financial, Inc. and the underwriters listed on Schedule I thereto.</u> |
| 99.1               | <u>Press release dated September 5, 2018</u>  |

**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.**

Date: September 6, 2018

By: /s/ TREVOR OGLE

Name: Trevor Ogle

Title: Senior Vice President and Deputy General Counsel