

ING U.S., Inc.
Form 4
May 07, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ING GROEP NV

(Last) (First) (Middle)

BIJLMERPLEIN 888

(Street)

1102 MG AMSTERDAM, P7

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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	05/07/2013		S		34,423,077	D	\$ 19.5
					195,576,923	I ⁽¹⁾	

By
subsidiary

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)	Date Exercisable	Expiration Date	Title Amount Num Shar
Warrants	\$ 48.75	05/07/2013		A	26,050,846	01/01/2017 05/07/2023	Common Stock 26,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ING GROEP NV BIJLMERPLEIN 888 1102 MG AMSTERDAM, P7	X	X		
ING INSURANCE TOPHOLDING N.V. BIJLMERPLEIN 888 1102 MG AMSTERDAM, P7		X		
ING VERZEKERINGEN N.V. BIJLMERPLEIN 888 1102 MG AMSTERDAM, P7		X		
ING INSURANCE INTERNATIONAL B.V. BIJLMERPLEIN 888 1102 MG AMSTERDAM, P7		X		

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).

(1) The securities reported herein are directly beneficially owned by ING Insurance International B.V. ING Verzekeringen N.V. is the sole stockholder of ING Insurance International B.V. ING Insurance Topholding N.V. is the sole stockholder of ING Verzekeringen N.V. ING Groep N.V. is the sole stockholder of ING Insurance Topholding N.V. ING Groep N.V., ING Insurance Topholding N.V. and ING Verzekeringen N.V. are indirect beneficial owners of the securities reported herein.

(2) The warrants are held directly by ING Groep N.V.

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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