

Voya Financial, Inc.  
Form 10-Q  
May 12, 2014

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

FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_ to \_

Commission File Number: \_001-35897\_\_\_\_\_

Voya Financial, Inc.

(Exact name of registrant as specified in its charter)

Delaware

52-1222820

(State or other jurisdiction of incorporation or  
organization)

(IRS Employer Identification No.)

230 Park Avenue

New York, New York

10169

(Address of principal executive offices)

(Zip Code)

(212) 309-8200

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant (1) has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: At May 6, 2014, 254,594,220 shares of Common Stock, \$0.01 par value, were outstanding.

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Voya Financial, Inc.  
Form 10-Q for the period ended March 31, 2014

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## NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including “Risk Factors,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements relating to future developments in our business or expectations for our future financial performance and any statement not involving a historical fact. Forward-looking statements use words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” and other words or terms of similar meaning in connection with a discussion of future operating or financial performance. Actual results, performance or events may differ materially from those projected in any forward-looking statement due to, among other things, (i) general economic conditions, particularly economic conditions in our core markets, (ii) performance of financial markets, including emerging markets, (iii) the frequency and severity of insured loss events, (iv) mortality and morbidity levels, (v) persistency and lapse levels, (vi) interest rates, (vii) currency exchange rates, (viii) general competitive factors, (ix) changes in laws and regulations and (x) changes in the policies of governments and/or regulatory authorities. Factors that may cause actual results to differ from those in any forward-looking statement also include those described under "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations-Trends and Uncertainties" and "Business-Closed Blocks-CBVA" in the Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-35897) (the "Annual Report on Form 10-K"). The risks included here are not exhaustive. Current reports on Form 8-K and other documents filed with the Securities and Exchange Commission (“SEC”) include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

Voya Financial, Inc.

Condensed Consolidated Balance Sheets

March 31, 2014 (Unaudited) and December 31, 2013

(In millions, except share and per share data)

	March 31, 2014	December 31, 2013
Assets:		
Investments:		
Fixed maturities, available-for-sale, at fair value (amortized cost of \$65,607.9 at 2014 and \$65,033.8 at 2013)	\$70,449.7	\$68,317.8
Fixed maturities, at fair value using the fair value option	3,082.1	2,935.3
Equity securities, available-for-sale, at fair value (cost of \$244.8 at 2014 and \$267.4 at 2013)	276.6	314.4
Short-term investments	1,046.2	1,048.1
Mortgage loans on real estate, net of valuation allowance of \$3.4 at 2014 and \$3.8 at 2013	9,258.1	9,312.2
Policy loans	2,119.7	2,147.0
Limited partnerships/corporations	218.9	236.4
Derivatives	1,044.7	1,149.3
Other investments	124.1	124.6
Securities pledged (amortized cost of \$1,230.3 at 2014 and \$1,457.9 at 2013)	1,271.3	1,465.7
Total investments	88,891.4	87,050.8
Cash and cash equivalents	2,499.8	2,840.8
Short-term investments under securities loan agreements, including collateral delivered	558.6	552.9
Accrued investment income	935.6	897.1
Reinsurance recoverable	6,785.8	6,702.2
Deferred policy acquisition costs and Value of business acquired	4,860.8	5,351.6
Sales inducements to contract holders	258.6	279.0
Deferred income taxes	—	162.1
Goodwill and other intangible assets	312.5	323.7
Other assets	1,016.1	1,036.5
Assets related to consolidated investment entities:		
Limited partnerships/corporations, at fair value	3,382.4	3,218.6
Cash and cash equivalents	570.0	710.7
Corporate loans, at fair value using the fair value option	5,490.7	4,965.3
Other assets	108.4	104.8
Assets held in separate accounts	107,840.0	106,827.1
Total assets	\$223,510.7	\$221,023.2

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.



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Voya Financial, Inc.  
 Condensed Consolidated Balance Sheets  
 March 31, 2014 (Unaudited) and December 31, 2013  
 (In millions, except share and per share data)

	March 31, 2014	December 31, 2013
Liabilities and Shareholders' Equity:		
Future policy benefits	\$ 14,532.6	\$ 14,098.4
Contract owner account balances	69,723.5	69,908.3
Payables under securities loan agreements, including collateral held	864.5	769.4
Long-term debt	3,515.0	3,514.7
Funds held under reinsurance agreements	1,174.5	1,181.5
Derivatives	1,013.5	1,351.8
Pension and other post-employment provisions	467.5	474.9
Current income taxes	3.5	44.1
Deferred income taxes	272.1	—
Other liabilities	1,243.0	1,274.1
Liabilities related to consolidated investment entities:		
Collateralized loan obligations notes, at fair value using the fair value option	5,525.5	5,161.6
Other liabilities	967.5	903.3
Liabilities related to separate accounts	107,840.0	106,827.1
Total liabilities	207,142.7	205,509.2
Shareholders' equity:		
Common stock (\$0.01 par value per share; 900,000,000 shares authorized, 262,625,547 and 261,754,931 shares issued as of 2014 and 2013, respectively; 254,734,166 and 261,675,811 shares outstanding as of 2014 and 2013, respectively)	2.6	2.6
Treasury stock (at cost; 7,891,381 and 79,120 shares as of 2014 and 2013, respectively)	(269.8	) —
Additional paid-in capital	23,579.5	23,563.7
Accumulated other comprehensive income (loss)	2,577.5	1,849.1
Retained earnings (deficit):		
Appropriated-consolidated investment entities	15.2	18.4
Unappropriated		