

Voya PRIME RATE TRUST  
Form DEF 14A  
May 04, 2015

SCHEDULE 14A

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

**VOYA PRIME RATE TRUST**

(Name of  
Registrant  
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(4) Date Filed:

Voya Prime Rate Trust

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

(800) 992-0180

May 14, 2015

Dear Shareholder:

On behalf of the Board of Trustees (the “Board”), we are pleased to invite you to the annual meeting of shareholders (the “Annual Meeting”) of Voya Prime Rate Trust (the “Fund”). The Annual Meeting is scheduled for 1:00 p.m., Local time, on July 1, 2015, at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

At the Annual Meeting, shareholders of the Fund will be asked to elect 11 nominees to the Board of Trustees of the Fund (the “Proposal”).

Formal notice of the Annual Meeting appears on the next page, followed by the proxy statement (the “Proxy Statement”). The Proposal is discussed in detail in the enclosed Proxy Statement, which you should read carefully.

After careful consideration, the Board recommends that you vote “**FOR**” the Proposal.

**Your vote is important regardless of the number of shares you own. To avoid the added cost of follow-up solicitations and possible adjournments, please take a few minutes to read the Proxy Statement and cast your vote. It is important that your vote be received no later than June 30, 2015.**

We appreciate your participation and prompt response in this matter and thank you for your continued support.

Sincerely,

Shaun P. Mathews  
*President and Chief Executive Officer*

NOTICE OF Annual MEETING OF SHAREHOLDERS

OF

Voya Prime Rate Trust

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

(800) 992-0180

Scheduled for July 1, 2015

To the Shareholders:

NOTICE IS HEREBY GIVEN that an annual meeting of the shareholders (the "Annual Meeting") of Voya Prime Rate Trust (the "Fund") is scheduled for 1:00 p.m., Local time, on July 1, 2015 at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

At the Annual Meeting, shareholders will be asked:

1. To elect 11 nominees to the Board of Trustees of the Fund (the "Proposal");
2. To transact such other business, not currently contemplated, that may properly come before the Annual Meeting, or any adjournments or postponements thereof, in the discretion of the proxies or their substitutes.

Please read the enclosed proxy statement (the "Proxy Statement") carefully for information concerning the Proposal to be placed before the Annual Meeting.

**The Board of Trustees recommends that you vote "FOR" the Proposal.**

Shareholders of record as of the close of business on April 2, 2015, are entitled to notice of, and to vote at, the Annual Meeting, and are also entitled to vote at any adjournments or postponements thereof. Your attention is called to the accompanying Proxy Statement. Regardless of whether you plan to attend the Annual Meeting, **please complete, sign, and return promptly, but in no event later than June 30, 2015, the enclosed Proxy Ballot** so that a quorum will be present and a maximum number of shares may be voted. Proxies may be revoked at any time before they are exercised by submitting a revised Proxy Ballot, by giving written notice of revocation to the Fund, or by voting in person at the Annual Meeting.

By Order of the Board of Trustees

Huey P. Falgout, Jr.  
*Secretary*

May 14, 2015

PROXY STATEMENT

**May 14, 2015**

Voya Prime Rate Trust

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

(800) 992-0180

**Annual Meeting of Shareholders**

**Scheduled for July 1, 2015**

**Important Notice Regarding the Availability of Proxy Materials**

**for the Shareholder Meeting to be Held on July 1, 2015**

This Proxy Statement and Notice of Annual Meeting of Shareholders are available at: [www.proxyvote.com/voya](http://www.proxyvote.com/voya)

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## Introduction

Why did you send me this booklet?

This booklet includes a proxy statement (“Proxy Statement”) and a Proxy Ballot for Voya Prime Rate Trust (the “Fund”). It provides you with information you should review before providing voting instructions on the matters listed in the Notice of Annual Meeting of Shareholders. The words “you” and “shareholder” are used in this Proxy Statement to refer to the person or entity that has voting rights or is being asked to provide voting instructions in connection with the shares.

What proposal will be considered at the Annual Meeting?

At the annual meeting of shareholders (the “Annual Meeting”), shareholders are being asked to approve the election of 11 nominees to the Board of Trustees for the Fund (the “Proposal”).

Who is eligible to vote?

Shareholders holding an investment in shares of the Fund as of the close of business on April 2, 2015 (the “Record Date”) are eligible to vote at the Annual Meeting or any adjournments or postponements thereof.

How do I vote?

You may submit your Proxy Ballot in one of four ways:

By Internet. The web address and instructions for voting can be found on the enclosed Proxy Ballot. You will be required to provide your control number located on the Proxy Ballot.

By Telephone. The toll-free number for telephone voting can be found on the enclosed Proxy Ballot. You will be required to provide your control number located on the Proxy Ballot.

By Mail. Mark the enclosed Proxy Ballot, sign and date it, and return it in the postage-paid envelope we provided. Joint owners must each sign the Proxy Ballot.

In Person at the Annual Meeting. You can vote your shares in person at the Annual Meeting. If you expect to attend the Annual Meeting in person, please call Shareholder Services toll-free at (800) 992-0180.

To be certain your vote will be counted, a properly executed Proxy Ballot must be received no later than 5:00 p.m., Local time, on June 30, 2015.

When and where will the Annual Meeting be held?

The Annual Meeting is scheduled to be held at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034, on July 1, 2015, at 1:00 p.m., Local time, and, if the Annual Meeting is adjourned or postponed, any adjournments or postponements of the Annual Meeting will also be held at



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the above location. If you expect to attend the Annual Meeting in person, please call Shareholder Services toll-free at (800) 992-0180.

How can I obtain more information about the Fund?

Should you have any questions about the Fund, please contact Shareholder Services toll free at (800) 992-0180. This Proxy Statement should be read in conjunction with the Annual and Semi-Annual Reports. Copies of the Fund's Annual Report for the fiscal year ended February 28, 2015 and the Semi-Annual Report for the period ended August 31, 2014 were previously mailed to shareholders and are available upon request without charge on the Internet at <http://www.voyainvestments.com/literature> or by contacting the Fund at:

Voya Prime Rate Trust

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

(800) 992-0180

Who are the affiliated service providers to the Fund?

Voya Investments, LLC ("Voya Investments" or the "Adviser") serves as the investment adviser to the Fund. Voya Investments Distributor, LLC (the "Distributor") serves as distributor to the Fund. The principal offices of the Adviser, and Distributor are located at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

Voya Investment Management Co. LLC ("Voya IM") serves as the sub-adviser to the Fund. The principal office of Voya IM is located at 230 Park Avenue, New York, NY 10169.

The Adviser, the Distributor, and Voya IM are all indirect, wholly-owned subsidiaries of Voya Financial, Inc.

Prior to May 2013, Voya Financial, Inc. was a wholly-owned subsidiary of ING Groep N.V. ("ING Groep"). In October 2009, ING Groep submitted a restructuring plan (the "Restructuring Plan") to the European Commission in order to receive approval for state aid granted to ING Groep by the Kingdom of the Netherlands in November 2008 and March 2009. To receive approval for this state aid, ING Groep was required to divest its insurance and investment management businesses, including Voya Financial, Inc. (formerly, ING U.S., Inc.), before the end of 2013. In November 2012, the Restructuring Plan was amended to permit ING Groep additional time to complete the divestment. Pursuant to the amended Restructuring Plan, ING Groep was required to divest at least 25% of Voya Financial, Inc. by the end of 2013 and more than 50% by the end of 2014, and was required to divest its remaining interest by the end of 2016 (such divestment, the "Separation Plan").

In May 2013, Voya Financial, Inc. conducted an initial public offering of its common stock (the "IPO"). In October 2013, March 2014, and September 2014, ING Groep divested additional shares in several secondary offerings of common stock of Voya Financial, Inc. and concurrent share repurchases by



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Voya Financial, Inc. These transactions reduced ING Groep's ownership interest in Voya Financial, Inc. to 32%. Voya Financial, Inc. did not receive any proceeds from these offerings.

In November 2014, through an additional secondary offering and the concurrent repurchase of shares by Voya Financial, Inc., ING Groep further reduced its interest in Voya Financial, Inc. below 25% to approximately 19% (the "November 2014 Offering"). The November 2014 Offering was deemed by the Adviser to be a change of control (the "Change of Control"), which resulted in the automatic termination of the existing investment advisory and sub-advisory agreements under which the Adviser and sub-adviser provide services to the Fund. In anticipation of this termination, and in order to ensure that the existing investment advisory and sub-advisory services could continue uninterrupted, in 2013 the Board approved new advisory and sub-advisory agreements for the Fund, as applicable, in connection with the IPO. In addition, in 2013, shareholders of the Fund approved new investment advisory and affiliated sub-advisory agreements prompted by the IPO, as well as any future advisory and affiliated sub-advisory agreements prompted by the Separation Plan that are approved by the Board and that have terms not materially different from the current agreements. This meant that shareholders would not have another opportunity to vote on a new agreement with the Adviser or a current affiliated sub-adviser even upon a change of control prompted by the Separation Plan, as long as no single person or group of persons acting together gains "control" (as defined in the Investment Company Act of 1940, as amended (the "1940 Act")) of Voya Financial, Inc.

On November 18, 2014, in response to the Change of Control, the Board, at an in-person meeting, approved new investment advisory and sub-advisory agreements. At that meeting, the Adviser represented that the investment advisory and affiliated sub-advisory agreements approved by the Board were not materially different from the investment advisory and affiliated sub-advisory agreements approved by shareholders in 2013 and no single person or group of persons acting together was expected to gain "control" (as defined in the 1940 Act) of Voya Financial, Inc. As a result, shareholders of the Fund will not be asked to vote again on these new agreements with the Adviser and affiliated sub-adviser.

In March 2015, ING Groep divested the remainder of its interest in Voya Financial, Inc. through a secondary offering of Voya Financial, Inc.'s common stock of and a concurrent share repurchase by Voya Financial, Inc. Voya Financial, Inc. did not receive any proceeds from this transaction.

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Proposal One – Election of the Nominees

What is Proposal One?

The Board has nominated 11 individuals (the “Nominees”) for election as Trustees of the Fund. Shareholders are being asked to elect the Nominees as Trustees, each to serve until his or her death, resignation, or retirement or until his or her successor is duly elected and qualified.

The Nominees include each of the current Trustees of the Board, 10 of whom are not “interested persons” of the Fund, as defined in the 1940 Act. Such persons are commonly referred to as “Independent Trustees.” The remaining Nominee is considered an interested person, commonly referred to as an “Interested Trustee.” Each Nominee has consented to serve as a Trustee and to being named in this Proxy Statement.

Please read the section entitled “Further Information about the Trustees and Officers” before voting on the Proposal.

Who are the Nominees and what are their qualifications?

Set forth below is pertinent information about each Nominee.

Independent Nominees

**Colleen D. Baldwin** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2007. She also has served as the Chairperson of the Board’s Domestic Equity Funds Investment Review Committee (“DE IRC”) since 2014 and, prior to that, as the Chairperson of the Board’s Nominating and Governance Committee since 2009. Ms. Baldwin is currently an Independent Director of DSM/Dentaquest and is a member of its Audit and Finance/Investment Review Committees. Ms. Baldwin has been President of Glantuum Partners, LLC, a business consulting firm, since 2009. Prior to that, she served in senior positions at the following financial services firms: Chief Operating Officer for Ivy Asset Management, Inc. (2002-2004), a hedge fund manager; Chief Operating Officer and Head of Global Business and Product Development for AIG Global Investment Group (1995-2002), a global investment management firm; Senior Vice President at Bankers Trust Company (1994-1995); and Senior Managing Director at J.P. Morgan & Company (1987-1994). Ms. Baldwin began her career in 1981 at AT&T/Bell Labs as a systems analyst. Ms. Baldwin holds a B.S. from Fordham University and an M.B.A. from Pace University.

**John V. Boyer** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2005. He also has served as the Chairperson of the Board of Trustees since 2014, and prior to that, as the Chairperson of the Board’s International/Balanced/Fixed Income Funds Investment Review Committee (“I/B/F IRC”) since 2006. Prior to that, he served as the Chairperson of the Compliance Committee for other funds in the Voya family of funds. Since 2008, Mr. Boyer has been President and CEO of the Bechtler Arts Foundation for which, among his other duties, Mr. Boyer oversees all fiduciary aspects of the Foundation and assists in the

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oversight of the Foundation's endowment fund. Previously, he served as President and Chief Executive Officer of the Franklin and Eleanor Roosevelt Institute (2006-2007) and as Executive Director of The Mark Twain House & Museum (1989-2006) where he was responsible for overseeing business operations, including endowment funds. He also served as a board member of certain predecessor mutual funds of the Voya family of funds (1997-2005). Mr. Boyer holds a B.A. from the University of California, Santa Barbara and an M.F.A. from Princeton University.

**Patricia W. Chadwick** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2006. She also has served as the Chairperson of the Board's I/B/F IRC since 2014 and, prior to that, as the Chairperson of the Board's DE IRC since 2007. Since 2000, Ms. Chadwick has been the Founder and President of Ravengate Partners LLC, a consulting firm that provides advice regarding financial markets and the global economy. She also is a director of The Royce Funds (since 2009), Wisconsin Energy Corp. (since 2006), and AMICA Mutual Insurance Company (since 1992). Previously, she served in senior roles at several major financial services firms where her duties included the management of corporate pension funds, endowments, and foundations, as well as management responsibilities for an asset management business. Ms. Chadwick holds a B.A. from Boston University and is a Chartered Financial Analyst.

**Albert E. DePrince, Jr.** has been a Trustee of the Fund since 2013, and a board member of other investment companies in the Voya family of funds since 1998. Dr. DePrince was a professor of Economics and Finance at Middle Tennessee State University from 1991 until his retirement in July 2014. He continued to hold a position with the university under a post-retirement contract until December 31, 2014. Prior to joining the faculty at Middle Tennessee State University, Dr. DePrince served in various business positions, including 12 years at Marine Midland Bank in New York City, where he held the positions of Chief Economist and Senior Vice President, and nine years as an economist with the Federal Reserve Bank of New York. Dr. DePrince holds a B.A. in Economics from Bucknell University, an M.A. in Economics from the University of Michigan, and a Ph.D. in Economics from New York University. Dr. DePrince also served as Director at the Business and Economic Research Center at Middle Tennessee State University from 1999 to 2002. He has presented research papers at numerous academic conferences and has published numerous scholarly papers and journal articles in the areas of financial markets, financial institutions, investment strategies, and commercial bank performance.

**Peter S. Drotch** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2007. He has also served as the Chairperson of the Board's Audit Committee since January 1, 2015. Prior to his retirement in 2000, he was a partner at the accounting firm of PricewaterhouseCoopers LLP, where he was the leader of the firm's U.S. Investment Management practice group and a member of its global leadership

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team where he acquired extensive experience with respect to audits and other financial matters relating to registered investment companies. Since his retirement, he also has served on the boards of registered investment companies in other fund complexes (the State Street Research Funds and BlackRock Funds) from 2005 to 2007 and as a consultant with respect to investment company regulatory compliance matters. Mr. Drotch is also a Director of First Marblehead Corporation (student loans), Tufts Health Plan (health insurance), and the University of Connecticut Foundation, Inc. Mr. Drotch holds a B.S. from the University of Connecticut and is a retired Certified Public Accountant.

**Russell H. Jones** has been a Trustee of the Fund since 2013, and a board member of other investment companies in the Voya family of funds since 2007. He also has served as the Chairperson of the Board's Compliance Committee since 2014. From 1973 until his retirement in 2008, Mr. Jones served in various positions at Kaman Corporation, an aerospace and industrial distribution manufacturer, including Senior Vice President, Chief Investment Officer and Treasurer, Principal Investor Relations Officer, Principal Public Relations Officer, and Corporate Parent Treasurer. Mr. Jones served as an Independent Director and Chair of the Contracts Committee for CIGNA Mutual Funds from 1995 until 2005. Mr. Jones also served as President of the Hartford Area Business Economists from 1986 until 1987. Mr. Jones holds a B.A. from the University of Connecticut and an M.A. from the Hartford Seminary.

**Patrick W. Kenny** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2005. He also has served as the Chairperson of the Board's Nominating and Governance Committee since 2014 and, prior to that, as the Chairperson of the Board's Compliance Committee since 2006. He previously served as President and Chief Executive Officer (2001-2009) of the International Insurance Society (insurance trade association), Executive Vice President (1998-2001) of Frontier Insurance Group (property and casualty insurance company), Senior Vice President (1995-1998) of SS&C Technologies (software and technology company), Chief Financial Officer (1988-1994) of Aetna Life & Casualty Company (multi-line insurance company), and as Partner (until 1988) of KPMG LLP (accounting firm). Mr. Kenny currently serves (since 2004) on the board of directors of Assured Guaranty Ltd. (provider of financial guaranty insurance) and previously served on the boards of Odyssey Re Holdings Corporation (multi-line reinsurance company) (2006-2009) and of certain predecessor mutual funds of the Voya family of funds (2002-2005). Mr. Kenny holds a B.B.A. from the University of Notre Dame and an M.A. from the University of Missouri and is a Certified Public Accountant.

**Joseph E. Obermeyer** has been a Trustee of the Fund since 2013, and a board member of other investment companies in the Voya family of funds since 2003. He also has served as the Chairperson of the Board's Joint Investment Review Committee ("Joint IRC") since 2014. Mr. Obermeyer is the founder and President of Obermeyer & Associates, Inc., a provider of financial and economic consulting services since 1999. Prior to founding Obermeyer & Associates, Mr.

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Obermeyer had more than 15 years of experience in accounting, including serving as a Senior Manager at Arthur Andersen LLP from 1995 until 1999. Previously, Mr. Obermeyer served as a Senior Manager at Coopers & Lybrand LLP from 1993 until 1995, as a Manager at Price Waterhouse from 1988 until 1993, Second Vice President from 1985 until 1988 at Smith Barney, and as a consultant with Arthur Andersen & Co. from 1984 until 1985. Mr. Obermeyer holds a B.A. in Business Administration from the University of Cincinnati, an M.B.A. from Indiana University, and post graduate certificates from the University of Tilburg and INSEAD.

**Sheryl K. Pressler** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2006. She also has served as the Chairperson of both the Board's Contracts Committee and Contracts Sub-Committee since 2007 and 2014, respectively. Ms. Pressler has served as a consultant on financial matters since 2001. Previously, she held various senior positions involving financial services, including as Chief Executive Officer (2000-2001) of Lend Lease Real Estate Investments, Inc. (real estate investment management and mortgage servicing firm), Chief Investment Officer (1994-2000) of California Public Employees' Retirement System (state pension fund), Director of Stillwater Mining Company (2002 -2013), and Director of Retirement Funds Management (1981-1994) of McDonnell Douglas Corporation (aircraft manufacturer). Ms. Pressler holds a B.A. from Webster University and an M.B.A. from Washington University.

**Roger B. Vincent** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2002. He also has served as the Chairperson of the Board's Board of Trustees from 2007 until 2014 and, prior to that, as the Chairperson of the Board's Contracts Committee and the DE IRC. Mr. Vincent previously served as the Chairperson of the Contracts Committee and the DE IRC with respect to other funds in the Voya family of funds. Mr. Vincent retired as President of Springwell Corporation (a corporate finance firm) in 2011 where he had worked since 1989. He is a Director of UGI Corporation and UGI Utilities, Inc. (since 2006). He previously worked for 20 years at Bankers Trust Company where he was a Managing Director and a member of the bank's senior executive partnership. He also previously served as a Director of AmeriGas Partners, L.P. (1998-2006), Tatham Offshore, Inc. (1996-2000), and Petrolane, Inc. (1993-1995), and as a board member of certain predecessor funds of the Voya family of funds (1993-2002). Mr. Vincent is a member of the board of the Mutual Fund Directors Forum and a past Director of the National Association of Corporate Directors. Mr. Vincent holds a B.S. from Yale University and an M.B.A from Harvard University.

Interested Nominee

**Shaun P. Mathews** has been a Trustee of the Fund and a board member of other investment companies in the Voya family of funds since 2007. He also is President and Chief Executive Officer of Voya Investments, LLC since 2006). Mr. Mathews previously served as President of Voya Mutual Funds and

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Investment Products (2004-2006) and several other senior management positions in various aspects of the financial services business.

For additional information on the Nominees, please see **Appendix A**.

No Nominee is a party adverse to the Fund or any of its affiliates in any material pending legal proceeding, nor does any Nominee have an interest materially adverse to the Fund.

If any or all of the Nominees become unavailable due to events not now known or anticipated, the persons named as proxies will vote for such other nominee or nominees as the current Trustees may recommend or the Board may reduce the number of Trustees as provided for in the Fund's charter documents.

How long will the Trustees serve on the Board?

If elected, each Nominee would serve as a Trustee until the next meeting of shareholders, if any, called for the purpose of electing Trustees and until a successor is duly elected and qualified, or if sooner, until their death, resignation, or retirement. The Independent Trustees have adopted a policy requiring each Independent Trustee to retire, without further action on the part of the Independent Trustee or the Board, at the close of business on December 31 of the calendar year in which such Independent Trustee attains the age of 75 (the "Retirement Date"); provided, however, by vote of a majority of the other Independent Trustees, the Retirement Date for an Independent Trustee may be extended to a later date if, as a result of such retirement, the Fund would be required to hold a meeting of shareholders to appoint a successor or otherwise comply under applicable law, in which case the Independent Trustee shall continue to be a member of the Board until the date of the shareholder meeting or until such time as the shareholder meeting is no longer required (as determined by vote of a majority of the other Independent Trustees).

What is the required vote?

Shareholders of the Fund will vote collectively as a single class on the election of each Nominee. The election of each Nominee must be approved by a plurality of the votes cast at the Annual Meeting at which a quorum is present. Shareholders who vote for the Proposal will vote for each Nominee. Those shareholders who wish to withhold their vote on any specific nominee(s) may do so on the Proxy Ballot. Shareholders do not have appraisal rights in connection with the Proposal.

What is the Board's recommendation?

After consideration of the above factors and other information it considered relevant, the Board, including all of the Independent Trustees, unanimously approved the nomination of each of the Nominees. The Board is recommending that the shareholders vote "**FOR**" each of the Nominees.



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### Further Information about the Trustees and Officers

#### How is the Board structured?

The Fund is governed by the Board, which oversees the Fund's business and affairs. The Board delegates the day-to-day management of the Fund to the Fund's officers and to various service providers that have been contractually retained to provide such day-to-day services. The Voya entities that render services to the Fund do so pursuant to contracts that have been approved by the Board. The Trustees are experienced executives who, among other duties, oversee the Fund's activities, review contractual arrangements with companies that provide services to the Fund, and review the Fund's investment performance.

#### The Board Leadership Structure and Related Matters

The Board is comprised of eleven (11) members, ten (10) of whom are Independent Trustees.

The Fund is one of 24 registered investment companies (with a combined total of approximately 158 separate series) in the Voya family of funds and all of the Trustees serve as members of, as applicable, each investment company's/trust's Board of Directors or Board of Trustees. The Board employs substantially the same leadership structure with respect to each of these investment companies.

One of the Independent Trustees, currently John V. Boyer, serves as the Chairperson of the Board of the Fund. The responsibilities of the Chairperson of the Board include: coordinating with management in the preparation of agendas for Board meetings; presiding at Board meetings; between Board meetings, serving as a primary liaison with other Trustees, officers of the Fund, management personnel, and legal counsel to the Independent Trustees; and such other duties as the Board periodically may determine. Mr. Boyer does not hold a position with any firm that is a sponsor of the Fund. The designation of an individual as the Independent Chairperson does not impose on such Independent Trustee any duties, obligations or liabilities greater than the duties, obligations or liabilities imposed on such person as a member of the Board, generally.

The Board performs many of its oversight and other activities through the committee structure described below in the "Board Committees" section. Each Committee operates pursuant to a written Charter approved by the Board. The Board currently conducts regular meetings eight (8) times a year. Six (6) of these regular meetings consist of sessions held over a three-day period, and two (2) of these meetings consist of a one-day session. In addition, during the course of a year, the Board and many of its Committees typically hold special meetings by telephone or in person to discuss specific matters that require action prior to the next regular meeting. The Independent Trustees have engaged independent legal counsel to assist them in performing their oversight responsibilities.

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The Board believes that its committee structure is an effective means of empowering the Trustees to perform their fiduciary and other duties. For example, the Board's committee structure facilitates, as appropriate, the ability of individual Board members to receive detailed presentations on topics under their review and to develop increased familiarity with respect to such topics and with key personnel at relevant service providers. At least annually, with guidance from its Nominating and Governance Committee, the Board analyzes whether there are potential means to enhance the efficiency and effectiveness of the Board's operations.

## Board Committees

**Audit Committee.** The Board has established an Audit Committee whose functions include, among other things, (i) meeting with the independent registered public accounting firm of the Fund to review the scope of the Fund's audit and the Fund's financial statements and accounting controls; (ii) meeting with management concerning these matters, internal audit activities and other matters; and (iii) overseeing the implementation of the Voya funds' valuation procedures and the fair value determinations made with respect to securities held by the Voya funds for which market value quotations are not readily available. The Audit Committee currently consists of five (5) Independent Trustees. The following Trustees currently serve as members of the Audit Committee: Ms. Baldwin and Messrs. Drotch, Kenny, Obermeyer, and Vincent. Mr. Drotch currently serves as the Chairperson of the Audit Committee. Ms. Baldwin and Messrs. Drotch, Kenny, Obermeyer, and Vincent have each been designated as Audit Committee Financial Experts under the Sarbanes-Oxley Act of 2002. The Audit Committee currently meets regularly five (5) times per year, and may hold special meetings by telephone or in person to discuss specific matters that may require action prior to the next regular meeting. The Audit Committee held six (6) meetings during the fiscal year ended February 28, 2015.

The Audit Committee and Compliance Committee sometimes meet jointly to consider matters that are reviewed by both Committees. The Committees held two (2) such additional joint meetings during the fiscal year ended February 28, 2015.

**Compliance Committee.** The Board has established a Compliance Committee for the purpose of, among other things: (i) providing oversight with respect to compliance by the funds in the Voya family of funds and their service providers with applicable laws, regulations, and internal policies and procedures affecting the operations of the funds; (ii) serving as a committee, and in such capacity, to receive, retain, and act upon reports of evidence of possible material violations of applicable U.S. federal or state securities laws and breaches of fiduciary duty arising under U.S. federal or state laws; (iii) coordinating activities between the Board and the Chief Compliance Officer ("CCO") of the Fund; (iv) facilitating information flow among Board members and the CCO between Board meetings; (v) working with the CCO and management to identify the types of reports to be submitted by the CCO to the

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Compliance Committee and the Board; (vi) making recommendations regarding the role, performance and oversight of the CCO; (vii) overseeing management's administration of proxy voting; and (viii) overseeing the effectiveness of brokerage usage by the Fund's adviser or sub-adviser, as applicable, and compliance with regulations regarding the allocation of brokerage for services.

The Compliance Committee currently consists of five (5) Independent Trustees: Dr. DePrince, Mses. Chadwick and Pressler, and Messrs. Boyer and Jones. Mr. Jones currently serves as the Chairperson of the Compliance Committee. The Compliance Committee currently meets regularly four (4) times per year, and may hold special meetings by telephone or in person to discuss specific matters that may require action prior to the next regular meeting. The Compliance Committee held four (4) meetings during the fiscal year ended February 28, 2015. The Audit Committee and Compliance Committee sometimes meet jointly to consider matters that are reviewed by both Committees. The Committees held two (2) such additional joint meetings during the fiscal year ended February 28, 2015.

**Contracts Committee.** The Board has established a Contracts Committee for the purpose of overseeing the annual renewal process relating to investment advisory and sub-advisory agreements and, at the discretion of the Board, other agreements or plans involving the Voya funds (including the Fund). The responsibilities of the Contracts Committee include, among other things: (i) identifying the scope and format of information to be provided by service providers in connection with applicable contract approvals or renewals; (ii) providing guidance to independent legal counsel regarding specific information requests to be made by such counsel on behalf of the Trustees; (iii) evaluating regulatory and other developments that might have an impact on applicable approval and renewal processes; (iv) reporting to the Trustees its recommendations and decisions regarding the foregoing matters; (v) assisting in the preparation of a written record of the factors considered by Trustees relating to the approval and renewal of advisory and sub-advisory agreements; (vi) recommending to the Board specific steps to be taken by it regarding the contracts approval and renewal process, including, for example, proposed schedules of meetings by the Trustees; and (vii) otherwise providing assistance in connection with Board decisions to renew, reject, or modify agreements or plans.

The Contracts Committee currently consists of all ten (10) of the Independent Trustees of the Board. Ms. Pressler currently serves as the Chairperson of the Contracts Committee. It is expected that the Contracts Committee will meet regularly seven (7) times per year and may hold special meetings by telephone or in person to discuss specific matters that may require action prior to the next regular meeting. The Contracts Committee held six (6) meetings during the fiscal year ended February 28, 2015.

On January 23, 2014, the Board established a Contracts Sub-Committee for the purpose of initially reviewing substantially all of the matters to be considered by the Contracts Committee. The Contracts Sub-Committee

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consisted of seven (7) Independent Trustees. The following Trustees served as members of the Contracts Sub-Committee: Dr. DePrince, Mses. Baldwin, Chadwick, and Pressler, and Messrs. Boyer, Obermeyer, and Vincent. Ms. Pressler served as the Chairperson of the Contracts Sub-Committee. The Contracts Sub-Committee held six (6) meetings during the fiscal year ended February 28, 2015.

On January 22, 2015, the Board discontinued the Contracts Sub-Committee, at which point it was determined that the activities performed by the Contracts Sub-Committee would be performed by the Contracts Committee.

**Investment Review Committees.** The Board has established, for all of the funds under its direction, the following three Investment Review Committees: (i) the Joint IRC; (ii) the DE IRC; and (iii) the I/B/F IRC. Each of the Investment Review Committees performs the following functions, among other things: (i) monitoring the investment performance of the funds in the Voya family of funds that are assigned to that Committee; and (ii) making recommendations to the Board with respect to investment management activities performed by the advisers and/or sub-advisers on behalf of such Voya funds, and reviewing and making recommendations regarding proposals by management to retain new or additional sub-advisers for these Voya funds. The Fund is monitored by the Investment Review Committees. Each committee is described below.

The Joint IRC currently consists of all of the members of the Board, including the ten (10) Independent Trustees and one (1) Interested Trustee. Mr. Obermeyer currently serves as the Chairperson of the Joint IRC. The Joint IRC currently meets regularly six (6) times per year. The Joint IRC held six (6) meetings during the fiscal year ended February 28, 2015.

The DE IRC currently consists of five (5) Independent Trustees. The following Trustees serve as members of the DE IRC: Ms. Baldwin, and Messrs. Drotch, Jones, Obermeyer, and Vincent. Ms. Baldwin currently serves as the Chairperson of the DE IRC. The DE IRC currently meets regularly six (6) times per year. The DE IRC held six (6) meetings during the fiscal year ended February 28, 2015.

The I/B/F IRC currently consists of five (5) Independent Trustees and one (1) Interested Trustee. The following Trustees serve as members of the I/B/F IRC: Dr. DePrince, Mses. Chadwick and Pressler, and Messrs. Boyer, Kenny, and Mathews. Ms. Chadwick currently serves as the Chairperson of the I/B/F IRC. The I/B/F IRC currently meets regularly six (6) times per year. The I/B/F IRC held six (6) meetings during the fiscal year ended February 28, 2015.

**Nominating and Governance Committee.** The Board has established a Nominating and Governance Committee for the purpose of, among other things: (i) identifying and recommending to the Board candidates it proposes for nomination to fill Independent Trustee vacancies on the Board; (ii) reviewing workload and capabilities of Independent Trustees and recommending changes to the size or composition of the Board, as necessary; (iii) monitoring regulatory developments and recommending modifications to the Committee's

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responsibilities; (iv) considering and, if appropriate, recommending the creation of additional committees or changes to Trustee policies and procedures based on rule changes and “best practices” in corporate governance; (v) conducting an annual review of the membership and chairpersons of all Board committees and of practices relating to such membership and chairpersons; (vi) undertaking a periodic study of compensation paid to independent board members of investment companies and making recommendations for any compensation changes for the Independent Trustees; (vii) overseeing the Board’s annual self-evaluation process; (viii) developing (with assistance from management) an annual meeting calendar for the Board and its committees; and (ix) overseeing actions to facilitate attendance by Independent Trustees at relevant educational seminars and similar programs.

In evaluating potential candidates to fill Independent Trustee vacancies on the Board, the Nominating and Governance Committee will consider a variety of factors, but it has not at this time set any specific minimum qualifications that must be met. Specific qualifications of candidates for Board membership will be based on the needs of the Board at the time of nomination. The Nominating and Governance Committee will consider nominations received from shareholders and shall assess shareholder nominees in the same manner as it reviews nominees that it identifies as potential candidates. A shareholder nominee for Trustee should be submitted in writing to the Fund’s Secretary at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034. Any such shareholder nomination should include at least the following information as to each individual proposed for nominations as Trustee: such person’s written consent to be named in a proxy statement as a nominee (if nominated) and to serve as a Trustee (if elected), and all information relating to such individual that is required to be disclosed in the solicitation of proxies for election of Trustees, or is otherwise required, in each case under applicable federal securities laws, rules, and regulations, including such information as the Board may reasonably deem necessary to satisfy its oversight and due diligence duties.

The Secretary shall submit all nominations received in a timely manner to the Nominating and Governance Committee. To be timely in connection with a shareholder meeting to elect Trustees, any such submission must be delivered to the Fund’s Secretary not earlier than the 90th day prior to such meeting and not later than the close of business on the later of the 60th day prior to such meeting or the 10th day following the day on which public announcement of the date of the meeting is first made, by either the disclosure in a press release or in a document publicly filed by the Fund with the SEC.

The Nominating and Governance Committee currently consists of six (6) Independent Trustees. The following Trustees serve as members of the Nominating and Governance Committee: Mses. Baldwin and Chadwick, and Messrs. Boyer, Drotch, Jones, and Kenny. Mr. Kenny currently serves as the Chairperson of the Nominating and Governance Committee. The Nominating and Governance Committee typically meets three (3) times per year and on an

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as-needed basis. The Nominating and Governance Committee held four (4) meetings during the fiscal year ended February 28, 2015.

The Board's Risk Oversight Role

The day-to-day management of various risks relating to the administration and operation of the Fund is the responsibility of management and other service providers retained by the Board or by management, most of whom employ professional personnel who have risk management responsibilities. The Board oversees this risk management function consistent with and as part of its oversight duties. The Board performs this risk management oversight function directly and, with respect to various matters, through its committees. The following description provides an overview of many, but not all, aspects of the Board's oversight of risk management for the Fund. In this connection, the Board has been advised that it is not practicable to identify all of the risks that may impact the Fund or to develop procedures or controls that are designed to eliminate all such risk exposures, and that applicable securities law regulations do not contemplate that all such risks be identified and addressed.

The Board, working with management personnel and other service providers, has endeavored to identify the primary risks that confront the Fund. In general, these risks include, among others: (i) investment risks; (ii) credit risks; (iii) liquidity risks; (iv) valuation risks; (v) operational risks; (vi) reputational risks; (vii) regulatory risks; (viii) risks related to potential legislative changes; and (ix) the risk of conflicts of interest affecting Voya affiliates in managing the Fund. The Board has adopted and periodically reviews various policies and procedures that are designed to address these and other risks confronting the Fund. In addition, many service providers to the Fund have adopted their own policies, procedures, and controls designed to address particular risks to the Fund. The Board and persons retained to render advice and service to the Board periodically review and/or monitor changes to, and developments relating to, the effectiveness of these policies and procedures.

The Board oversees risk management activities in part through receipt and review by the Board or its committees of regular and special reports, presentations and other information from officers of the Fund, including the CCOs for the Fund and the Adviser and the Fund's Chief Investment Risk Officer ("CIRO"), and from other service providers. For example, management personnel and the other persons make regular reports and presentations to: (i) the Compliance Committee regarding compliance with regulatory requirements; (ii) the Investment Review Committees regarding investment activities and strategies that may pose particular risks; (iii) the Audit Committee with respect to financial reporting controls and internal audit activities; (iv) the Nominating and Governance Committee regarding corporate governance and best practice developments; and (v) the Contracts Committee regarding regulatory and related developments that might impact the retention of service providers to the Fund. The CIRO oversees an Investment Risk Department ("IRD") that provides an independent source of analysis and research for Board members in connection with their oversight of the investment process and performance

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of portfolio managers. Among its other duties, the IRD seeks to identify and, where practicable, measure the investment risks being taken by the Fund's portfolio managers. Although the IRD works closely with management of the Fund in performing its duties, the CIRO is directly accountable to, and maintains an ongoing dialogue with, the Independent Trustees.

What are the Trustees paid for their services?

Each Trustee is reimbursed for reasonable expenses incurred in connection with each meeting of the Board or any of its Committee meetings attended. Each Independent Trustee is compensated for his or her services on a quarterly basis according to a fee schedule adopted by the Board. The Board may from time to time designate other meetings as subject to compensation.

Effective January 1, 2015, the Fund pays each Independent Trustee his or her pro rata share, as described below, of: (i) an annual retainer of \$250,000; (ii) Mr. Boyer, as the Chairperson of the Board, receives an additional annual retainer of \$100,000; (iii) Meses. Baldwin, Chadwick, and Pressler and Messrs. Drotch, Jones, Kenny, and Obermeyer as the Chairpersons of Committees of the Board, each receives an additional annual retainer of \$30,000 \$30,000 \$65,000 \$25,000 \$25,000, \$25,000 and \$30,000, respectively; (iv) \$10,000 per attendance at any of the regularly scheduled meetings (four (4) quarterly meetings, two (2) auxiliary meetings, and two (2) annual contract review meetings); and (v) out-of-pocket expenses. The Board at its discretion may from time to time designate other special meetings as subject to an attendance fee in the amount of \$5,000 for in-person meetings and \$2,500 for special telephonic meetings.

Prior to January 1, 2015, the Fund paid each Independent Trustee his or her pro rata share, as described below, of: (i) an annual retainer of \$230,000; (ii) Mr. Boyer, as the Chairperson of the Board, received an additional annual retainer of \$100,000; (iii) Meses. Baldwin, Chadwick, and Pressler and Messrs. J. Michael Earley (former Board member, retired December 31, 2014), Jones, Kenny, and Obermeyer as the Chairpersons of Committees of the Board, each received an additional annual retainer of \$30,000, \$30,000, \$65,000, \$25,000, \$25,000, \$25,000, and \$30,000, respectively; (iv) \$10,000 per attendance at any of the regularly scheduled meetings (four (4) quarterly meetings, two (2) auxiliary meetings, and two (2) annual contract review meetings); and (v) out-of-pocket expenses. The Board at its discretion could from time to time designate other special meetings as subject to an attendance fee in the amount of \$5,000 for in-person meetings and \$2,500 for special telephonic meetings.

The *pro rata* share paid by the Fund is based on the Fund's average net assets as a percentage of the average net assets of all the funds managed by the Adviser or its affiliates for which the Trustees serve in common as Trustees.

Certain future payment arrangements apply to certain Trustees. More particularly, each Independent Trustee, with the exception of Dr. DePrince and Messrs. Jones, and Obermeyer, who was a Trustee on or before May 9, 2007,

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and who will have served as a non-interested Trustee for five or more years for one or more funds in the Voya family of funds is entitled to a future payment (“Future Payment”), if such Trustee: (i) retires in accordance with the Board’s retirement policy; (ii) dies; or (iii) becomes disabled. The Future Payment shall be made promptly to, as applicable, the Trustee or the Trustee’s estate, in an amount equal to two (2) times the annual compensation payable to such Trustee, as in effect at the time of his or her retirement, death or disability if the Trustee had served as Trustee for at least five years as of May 9, 2007, or in a lesser amount calculated based on the proportion of time served by such Trustee (as compared to five years) as of May 9, 2007. The annual compensation determination shall be based upon the annual Board membership retainer fee in effect at the time of that Trustee’s retirement, death or disability (but not any separate annual retainer fees for chairpersons of committees and of the Board), provided that the annual compensation used for this purpose shall not exceed the annual retainer fees as of May 9, 2007. This amount shall be paid by the Voya fund or Voya funds on whose Board the Trustee was serving at the time of his or her retirement, death, or disability. Each applicable Trustee may elect to receive payment of his or her benefit in a lump sum or in three substantially equal payments.

**Appendix B** details the compensation paid to the Trustees by the Fund and by all funds in the Voya family of funds.

Do the Trustees own shares of the Fund or certain affiliates?

In order to further align the interests of the Independent Trustees with shareholders, it is the policy of the Board for Independent Trustees to own, beneficially, shares of one or more funds in the Voya family of funds at all times (“Ownership Policy”). For this purpose, beneficial ownership of shares of a Voya fund include, in addition to direct ownership of Voya fund shares, ownership of a variable contract whose proceeds are invested in a Voya fund within the Voya family of funds, as well as deferred compensation payments under the Board’s deferred compensation arrangements pursuant to which the future value of such payments is based on the notional value of designated funds within the Voya family of funds.

Prior to May 22, 2014, under this Ownership Policy, the initial value of investments in the Voya family of funds that Trustees were required to beneficially own must have been equal to at least \$100,000. On May 22, 2014, the Board amended the Ownership Policy to increase the initial value of investments that a Trustee must own in the Voya family of funds to \$230,000.

On January 22, 2015, the Board again amended the Ownership Policy (the “Amended Ownership Policy”) to require the initial value of investments in the Voya family of funds that are directly or indirectly owned by the Trustees to equal or exceed the annual retainer fee for Board services (excluding any annual retainers for service as chairpersons of the Board or its committees or as members of committees), as such retainer shall be adjusted from time to time.



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The Amended Ownership Policy provides that existing Trustees shall have a reasonable amount of time from the date of any recent or future increase in the minimum ownership requirements in order to satisfy the minimum share ownership requirements. In addition, the Amended Ownership Policy provides that a new Trustee shall satisfy the minimum share ownership requirements within a reasonable time of becoming a Trustee. For purposes of the Amended Ownership Policy, a reasonable period of time will be deemed to be, as applicable, no more than three years after a Trustee has assumed that position with the Voya family of funds or no more than one year after an increase in the minimum share ownership requirement due to changes in annual Board retainer fees. A decline in value of any fund investments will not cause a Trustee to have to make any additional investments under this Policy.

As of December 31, 2014, all Independent Trustees were in compliance with the Ownership Policy. Investment in mutual funds of the Voya family of funds by the Trustees pursuant to this Ownership Policy are subject to: (i) policies, applied by the mutual funds of the Voya family of funds to other similar investors, that are designed to prevent inappropriate market timing trading practices; and (ii) any provisions of the Code of Ethics for the Voya family of funds that otherwise apply to the Trustees.

As of April 2, 2015, none of the Independent Trustees or their immediate family members owned any shares of the adviser or principal underwriter or of any entity controlling, controlled by or under common control with the investment adviser or principal underwriter of the Fund (not including registered investment companies).

**Appendix C** provides the dollar value of all shares of the Fund and of all funds in the Voya family of funds held directly or indirectly by each Trustee as of a recent date.

How often does the Board meet?

The Board currently conducts regular meetings eight (8) times a year. Six (6) of these regular meetings consist of sessions held over a three-day period, and two (2) of these meetings consist of a one-day session. In addition, during the course of a year, the Board and many of its Committees typically hold special meetings by telephone or in person to discuss specific matters that require action prior to the next regular meeting.

For the fiscal year ended February 28, 2015, no Trustee attended fewer than 75% of the total meetings held by the Board or any Committees of which he or she is a member.

Who are the officers of the Fund?

The Fund's officers are elected by the Board and hold office until they resign, are removed, or are otherwise disqualified to serve. The officers of the Fund, together with such person's position with the Fund and principal occupation for the last five years, are listed in **Appendix D**.

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What are the officers paid for their services?

The Fund does not pay its officers for the services they provide to the Fund. Instead, the officers, who are also officers or employees of Voya Investments, LLC (“Voya Investments” or “Adviser”) or its affiliates, are compensated by Voya Investments or its affiliates.

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### General Information about the Proxy Statement

#### Who is asking for my vote?

The Board is soliciting your vote for the Annual Meeting of the Fund's shareholders.

#### How is my proxy being solicited?

Solicitation of proxies is being made primarily by the mailing of the Notice of Annual Meeting of Shareholders, the Proxy Statement, and the Proxy Ballot on or about May 14, 2015. In addition to the solicitation of proxies by mail, employees of Voya Investments, and its affiliates, without additional compensation, may solicit proxies in person or by telephone, telegraph, facsimile, or oral communications.

If a shareholder wishes to participate in the Annual Meeting, the shareholder may submit the Proxy Ballot originally sent with the Proxy Statement, attend in person, or vote online by logging on to [www.proxyvote.com/voya](http://www.proxyvote.com/voya) and following the online directions. Should shareholders require additional information regarding the proxy or require replacement of the proxy, they may contact Shareholder Services toll-free at (800) 992-0180.

#### What happens to my proxy once I submit it?

The Board has named Huey P. Falgout, Jr., Secretary, Theresa K. Kelety, Assistant Secretary, and Todd Modic, Assistant Secretary, or one or more substitutes designated by them, as proxies who are authorized to vote Fund shares as directed by shareholders.

#### Can I revoke my proxy after I submit it?

A shareholder may revoke the accompanying proxy at any time prior to its use by filing with the Fund a written revocation or a duly executed proxy bearing a later date. In addition, any shareholder who attends the Annual Meeting in person may vote by ballot at the Annual Meeting, thereby canceling any proxy previously given.

#### How will my shares be voted?

If you follow the voting instructions, your proxies will vote your shares as you have directed. If you submitted your Proxy Ballot but did not vote on the proposals, your proxies will vote on the proposals as recommended by the Board. If any other matter is properly presented, your proxies will vote in their discretion in accordance with their best judgment, including on any proposal to adjourn the meeting. At the time this Proxy Statement was printed, the Board knew of no matter that needed to be acted upon at the Annual Meeting other than the proposal discussed in this Proxy Statement.

## Quorum and Tabulation

Each shareholder of the Fund is entitled to one vote for each share held as to any matter on which such shareholder is entitled to vote and for each

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fractional share that is owned, the shareholder shall be entitled to a proportionate fractional vote. A majority of shares entitled to vote shall constitute a quorum.

## Adjournments

If a quorum is not present at the Annual Meeting, if there are insufficient votes to approve the Proposal, or for any other reason deemed appropriate by your proxies, your proxies may propose one or more adjournments of the Annual Meeting to permit additional time for the solicitation of proxies, in accordance with the Fund's organizational documents and applicable law. Solicitation of votes may continue to be made without any obligation to provide any additional notice of the adjournment. The persons named as proxies will vote in favor of such adjournments in their discretion.

## Broker Non-Votes and Abstentions

If a shareholder abstains from voting as to any matter, or if a broker returns a "non-vote" proxy, indicating a lack of authority to vote on a matter, then the shares represented by such abstention or non-vote will be treated as shares that are present at the Annual Meeting for purposes of determining the existence of a quorum. However, abstentions and broker non-votes will be disregarded in determining the "votes cast" on a proposal.

How many shares are outstanding?

**Appendix E** sets forth the number of shares of the Fund issued and outstanding as of the Record Date. Shares have no preemptive or subscription rights.

To the knowledge of Voya Investments, as of the Record Date, no current Trustee owns 1% or more of the outstanding shares of the Fund, and the officers and Trustees own, as a group, less than 1% of the shares of the Fund.

**Appendix F** hereto lists the persons that, as of the Record Date owned beneficially or of record 5% or more of the outstanding shares of the Fund.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, and Section 30(h) of the 1940 Act, as applied to the Fund, require the Fund's officers, Trustees, investment adviser, affiliates of the investment adviser, and persons who beneficially own more than 10% of a registered class of the Fund's outstanding securities ("Reporting Persons"), to file reports of ownership of the Fund's securities and changes in such ownership with the U.S. Securities and Exchange Commission ("SEC") and the New York Stock Exchange. Such persons are required by the SEC regulations to furnish the Fund with copies of all such filings.

Based solely on its review of the copies of such forms received by it and written representations from certain Reporting Persons, the Fund believes that during the fiscal year ended February 28, 2015, its Reporting Persons

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complied with all applicable filing requirements, except that a Form 4 filed on behalf of Mark Weber to report one transaction was not filed on a timely basis.

Shareholder Communications with the Board of Trustees

Shareholders may send other communications to the Board, a Committee thereof, or an individual Trustee. Such communications should be sent to the Fund's Secretary at the address on the front of this Proxy Statement.

What is the deadline to submit a proposal for the 2016 Annual Meeting?

It is anticipated that the next annual meeting of the Fund will be held in July 2016, but the exact date, time, and location of such meeting have yet to be determined. Any proposals of shareholders that are intended to be presented at the Fund's next annual meeting must be in writing and received at the Fund's principal executive offices no later than January 20, 2016, in order for the proposal to be considered for inclusion in the Fund's proxy statement for that meeting. The submission of a proposal does not guarantee its inclusion in the Fund's proxy statement or presentation at the meeting.

In addition, pursuant to relevant SEC proxy rules, a company may use discretionary voting authority to vote on matters coming before an annual meeting of shareholders if the company does not have notice of the matter at least 45 days before the date corresponding to the date on which the company first mailed its proxy materials for the prior year's annual meeting of stockholders or the date specified by an overriding advance notice provision in the company's bylaws. As the Fund's bylaws do not contain such an advance notice provision, for the Fund's 2016 Annual Meeting of shareholders, shareholders must submit to the Fund written notice of a shareholder proposal on or before March 30, 2016.

Who are the Fund's independent public accountants?

The Board has selected the accounting firm of KPMG LLP ("KPMG") as the independent auditor of the Fund for the current fiscal year.

As part of its oversight of the Fund's financial statements, in April 2015, the Audit Committee held a telephonic meeting to review and discuss with the Adviser and KPMG the Fund's audited financial statements for the fiscal year ended February 28, 2015. The Audit Committee discussed with KPMG the matters required to be discussed by Public Company Accounting Oversight Board ("PCAOB") Auditing Standard No. 16, Communications with Audit Committees. The Audit Committee has also received and reviewed the written disclosures and the letter from KPMG pursuant to PCAOB Rule 3526 and discussed KPMG's independence with KPMG.

Based on the reviews and discussion referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in the Fund's Annual Reports to shareholders.

Submitted by the Audit Committee of the Fund's Board of Trustees

Colleen D. Baldwin

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Peter S. Drotch, Chairperson

Patrick W. Kenny

Joseph E. Obermeyer

Roger B. Vincent

The fees paid to KPMG for professional audit services during the Fund's most recent fiscal years ended February 28, 2014 and February 28, 2015, amounts billed for other services rendered by KPMG to the Fund, and the aggregate non-audit fees billed by KPMG for services rendered to the Fund, the Adviser, and any entity controlling, controlled by, or under common control with the Adviser that provides ongoing services to the Fund for the fiscal years ended February 28, 2014 and February 28, 2015 are described in **Appendix G**.

All of the services provided by the Fund's independent public accountants were approved by the Audit Committee pursuant to pre-approval policies and procedures adopted by the Audit Committee. Pursuant to such policies and procedures, the Audit Committee approves: (i) all audit and non-audit services to be rendered to the Fund by KPMG; and (ii) all non-audit services impacting the operations and financial reporting of the Fund provided by KPMG to the Adviser or any affiliate thereof that provides ongoing services to the Fund (collectively, "Covered Services"). The Audit Committee has adopted pre-approval procedures authorizing one or more members of the Audit Committee to approve from time to time, on behalf of the Audit Committee, all Covered Services to be provided by KPMG which are not otherwise approved at a meeting of the Audit Committee, provided that such delegate reports to the full Audit Committee at its next regularly scheduled meeting. The pre-approval procedures do not include delegation of the Audit Committee's responsibilities to management. Pre-approval has not been waived with respect to any of the services described above since the date on which the Audit Committee adopted its current pre-approval procedures.

The Audit Committee of the Board has considered and will periodically consider whether KPMG's provision of non-audit services to the Adviser and all entities controlling, controlled by, or under common control with the Adviser that provide ongoing services to the Fund that were not required to be pre-approved is compatible with maintaining the independence of KPMG.

Representatives of KPMG are not expected to be at the Annual Meeting but have been given the opportunity to make a statement if they wish, and will attend such meeting telephonically.

Why did my household only receive one copy of this Proxy Statement?

Only one copy of this Proxy Statement may be mailed to each household, even if more than one person in the household is the Fund shareholder of record, unless the Fund has received contrary instructions from one or more of the household's shareholders. If a shareholder needs an additional copy of this Proxy Statement, please contact Shareholder Services at (800) 992-0180. If in the future, any shareholder does not wish to combine or wishes to recombine

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the mailing of a proxy statement with household members, please inform the Fund in writing at 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona, 85258-2034 or via telephone at (800) 992-0180.

Who pays for this proxy solicitation?

The Fund will pay the expenses incurred in connection with the Notice of Annual Meeting of Shareholders, Proxy Statement, and the Annual Meeting, including printing, mailing, vote tabulation, legal, and out of pocket expenses.

**In order that the presence of a quorum at the Annual Meeting may be assured, prompt execution and return of the enclosed Proxy Ballot is requested. A self-addressed postage paid envelope is enclosed for your convenience. You also may vote via telephone or via the Internet. Please follow the voting instructions as outlined on your Proxy Ballot.**

Huey P. Falgout, Jr.  
Secretary

May 14, 2015

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258-2034

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## Appendix A: Nominees

The following table sets forth information concerning the Nominees of the Fund. The address for each Nominee is 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, Arizona 85258-2034.

<b>Name and Age</b>	<b>Positions Held with the Fund</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupations During the Past 5 Years</b>	<b>Number of Funds in Fund Complex Overseen by Trustee<sup>2</sup></b>	<b>Other Board Positions Trustee</b>
<b>Independent Trustees</b>					
Colleen D. Baldwin Age: 54	Trustee	10/2007-Present	President, Glantuum Partners, LLC, a business consulting firm (01/2009-Present).	158	DSM/Dentaquest, Boston (02/2014-Present).
John V. Boyer Age: 61	Chairperson Trustee	1/2014-Present 1/2005-Present	President and Chief Executive Officer, Bechtler Arts Foundation, an arts and education foundation (01/2008-Present).	158	None.
Patricia W. Chadwick Age: 66	Trustee	1/2006-Present	Consultant and President, Ravengate Partners LLC, a consulting firm that provides advice regarding financial markets and the global economy (01/2000-Present).	158	Wisconsin Energy Corp (06/2006-Present) and T Funds (35 funds) (12/2009-Present).



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<b>Name and Age</b>	<b>Positions Held with the Fund</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupations During the Past 5 Years</b>	<b>Number of Funds in Fund Complex Overseen by Trustee<sup>2</sup></b>	<b>Other Board Positions Trustee</b>
Albert E. DePrince, Jr. Age: 74	Trustee	05/2013-Present	Retired. Formerly, Professor of Economics and Finance, Middle Tennessee State University (08/1991-07/2014); Dr. DePrince continued to hold a position with the university under a post-retirement contract through the end of 2014.	158	None.
Peter S. Drotch Age: 73	Trustee	10/2007-Present	Retired.	158	First Marblehead Corporation (09/2003-Present)
Russell H. Jones Age: 71	Trustee	05/2013-Present	Retired.	158	None.
Patrick W. Kenny Age: 72	Trustee	01/2005-Present	Retired.	158	Assured Guaranty Ltd. (04/2004-Present)
Joseph E. Obermeyer Age: 57	Trustee	05/2013-Present	President, Obermeyer & Associates, Inc., a provider of financial and economic consulting services (11/1999-Present).	158	None.
Sheryl K. Pressler Age: 64	Trustee	01/2006-Present	Consultant (05/2001-Present).	158	None.

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Name and Age	Positions Held with the Fund	Term of Office and Length of Time Served <sup>1</sup>	Principal Occupations During the Past 5 Years	Number of Funds in Fund Complex Overseen by Trustee <sup>2</sup>	Other Board Positions Trustee
Roger B. Vincent Age: 69	Trustee	02/2002-Present	Retired. Formerly, President, Springwell Corporation, a corporate finance firm (03/1989-08/2011).	158	UGI Corporation (02/2006-Present) and U Utilities, Inc. (02/2006-P
<b>Trustee who is an "Interested Person"</b>					Voya Capital Corporation and Voya Investments Distributor, LLC (12/2005-Present); Voya Services, LLC, Voya Investments, LLC and V Investment Management (03/2006-Present) ; and V Investment Trust Co. (04/2009-Present).
Shaun P. Mathews <sup>3</sup> Age: 59	Trustee	06/2006-Present	President and Chief Executive Officer, Voya Investments, LLC (11/2006-Present).	158	

Trustees serve until their successors are duly elected and qualified. The tenure of each Trustee who is not an "interested person" as defined in the 1940 Act, of the Fund (as defined below, "Independent Trustee") is subject to the Board's retirement policy, which states that each duly elected or appointed Independent Trustee shall retire from and cease to be a member of the Board of Trustees at the close of business on December 31 of the calendar year in which the Independent Trustee attains the age of 75. A majority vote of the Board's other Independent Trustees may extend the retirement date of an Independent Trustee if the retirement would trigger a requirement to hold a meeting of shareholders of the Fund under applicable law, whether for the purposes of appointing a successor to the Independent Trustee or otherwise comply under applicable law, in which case the extension would apply until such time as the shareholder meeting can be held or is no longer required (as determined by a vote of a majority of the other Independent Trustees).

For the purposes of this table, "Fund Complex" means the Voya family of funds, including the following investment companies: Voya Asia Pacific High Dividend Equity Income Fund; Voya Balanced Portfolio, Inc.; Voya Emerging Markets High Dividend Equity Fund; Voya Equity Trust; Voya Funds Trust; Voya Global Advantage and Premium Opportunity Fund; Voya Global Equity Dividend and Premium Opportunity Fund; Voya Infrastructure, Industrials and Materials Fund; Voya Intermediate Bond Portfolio; Voya International High Dividend Equity Income Fund; Voya Investors Trust; Voya Money Market Portfolio; Voya Mutual Funds; Voya Natural Resources Equity Income Fund; Voya Partners, Inc.; Voya Prime Rate Trust; Voya Senior Income Fund; Voya Separate Portfolios Trust; Voya Series Fund, Inc.; Voya Strategic Allocation Portfolios, Inc.; Voya Variable Funds; Voya Variable Insurance Trust; Voya Variable Portfolios, Inc.; and Voya Variable Products Trust. The number of funds in the Fund Complex is as of January 31, 2015.

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3. Mr. Mathews is deemed to be an “interested person” of the Fund, as defined in the 1940 Act, because of his current affiliation with any of the Voya funds, Voya Financial, Inc. or Voya Financial, Inc.’s affiliates.

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## Appendix B: Trustee Compensation Table

The following tables have been provided to the Fund by the Adviser and its affiliates and sets forth information regarding the compensation paid to the Independent Trustees for the Fund's fiscal year February 28, 2015 for service on the Board.

Name of Trustee	Aggregate Compensation from the Fund	Total Compensation from Fund and Complex Paid to Trustees
	(fiscal year ended February 28, 2015)	
Colleen D. Baldwin	\$2,640	339,681
John V. Boyer	\$3,177	408,861
Patricia W. Chadwick	\$2,642	340,000
Albert E. DePrince, Jr.	\$2,409	310,000
Peter S. Drotch	\$2,409	310,000
J. Michael Earley <sup>1</sup>	\$2,603	335,000
Russell H. Jones	\$2,591	333,403
Patrick W. Kenny	\$2,603	335,000
Joseph E. Obermeyer	\$2,627	338,083
Sheryl K. Pressler	\$2,914	375,000
Roger B. Vincent	\$2,433	313,056

1. Effective on December 31, 2014, J. Michael Early retired as a Trustee.

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## Appendix C: Shares Owned by Trustees

The following table sets forth information regarding the dollar range of equity securities of the Fund and other funds in the Voya family of funds beneficially owned by each Trustee as of December 31, 2014.

<b>Name of Trustee</b>	<b>Dollar Range of Equity Securities in the Fund</b>	<b>Aggregate Dollar Range of Equity Securities in all Registered Investment Companies Overseen by Trustee in Family of Investment Companies</b>
<b>Independent Trustees</b>		
Colleen D. Baldwin	\$0	Over \$100,000 <sup>1</sup>
John V. Boyer	\$0	Over \$100,000 Over \$100,000 <sup>1</sup>
Patricia W. Chadwick	\$0	Over \$100,000
Albert E. DePrince, Jr.	\$0	Over \$100,000 <sup>1</sup>
Peter S. Drotch	\$0	Over \$100,000
Russell H. Jones	\$0	Over \$100,000 <sup>1</sup>
Patrick W. Kenny	\$0	Over \$100,000 Over \$100,000 <sup>1</sup>
Joseph E. Obermeyer	\$0	Over \$100,000 <sup>1</sup>
Sheryl K. Pressler	\$0	Over \$100,000 <sup>1</sup>
Roger B. Vincent	\$0	Over \$100,000 Over \$100,000 <sup>1</sup>
<b>Trustee who is an "Interested Person"</b>		
Shaun P. Mathews	\$0	Over \$100,000 Over \$100,000 <sup>1</sup>

<sup>1</sup> Includes the value of shares in which a Trustee has an indirect interest through a deferred compensation plan and/or a 401(K) plan.

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## Appendix D: Officers

Information for each officer of the Fund is set forth in the table below:

<b>Name and Age</b>	<b>Positions Held with the Funds</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupation During the Last Five Years</b>
Shaun P. Mathews Age: 59	President and Chief Executive Officer	11/2006-Present	President and Chief Executive Officer, Voya Investments, LLC (11/2006-Present).
Michael J. Roland Age: 56	Executive Vice President	02/2002-Present	Managing Director and Chief Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC (04/2012-Present). Formerly, Chief Compliance Officer, Directed Services LLC and Voya Investments, LLC (03/2011-12/2013); Executive Vice President and Chief Operating Officer, Voya Investments, LLC and Voya Funds Services, LLC (01/2007-04/2012); and Chief Compliance Officer, Voya Family of Funds (03/2011-02/2012).
Stanley D. Vyner Age: 64	Executive Vice President  Chief Investment Risk Officer	08/2003-Present  09/2009-Present	Executive Vice President, Voya Investments, LLC (07/2000-Present) and Chief Investment Risk Officer, Voya Investments, LLC (01/2003-Present).
Kevin M. Gleason Age: 48	Chief Compliance Officer	02/2012 -Present	Senior Vice President and Chief Compliance Officer, Voya Investments, LLC (02/2012-Present). Formerly, Assistant General Counsel and Assistant Secretary, The Northwestern Mutual Life Insurance Company (06/2004-01/2012).
Todd Modic Age: 47	Senior Vice President, Chief/Principal Financial Officer and Assistant Secretary	03/2005-Present	Senior Vice President, Voya Funds Services, LLC (03/2005-Present).

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<b>Name and Age</b>	<b>Positions Held with the Funds</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupation During the Last Five Years</b>
Daniel A. Norman Age: 57	Senior Vice President  Treasurer	04/1995-Present  04/1995-Present	Managing Director and Group Head, Voya Investment Management Co. LLC (02/2012-Present). Formerly, Senior Vice President and Group Head, Voya Investment Management Co. LLC (01/2000-01/2012).
William H. Rivoir III Age: 64	Senior Vice President and Assistant Secretary	2/2001-Present	Senior Vice President, Voya Investment Management Co. LLC (01/2004-Present).
Kimberly A. Anderson Age: 50	Senior Vice President	11/2003-Present	Senior Vice President, Voya Investments, LLC (10/2003-Present).
Jeffrey A. Bakalar Age: 55	Senior Vice President	11/1999-Present	Senior Vice President and Group Head, Voya Investment Management Co. LLC (01/2000-Present).
Julius Drelick III Age: 48	Senior Vice President	07/2012-Present	Senior Vice President-Head of Fund Compliance, Voya Funds Services, LLC (06/2012-Present); and Chief Compliance Officer of Directed Services LLC and Voya Investments, LLC (01/2014-Present). Formerly, Vice President-Platform Product Management & Project Management, Voya Investments, LLC (04/2007-06/2012).
Elliot A. Rosen Age: 62	Senior Vice President	05/2002-Present	Senior Vice President, Voya Investment Management Co. LLC (02/1999-Present).
Robert Terris Age: 44	Senior Vice President	05/2006-Present	Senior Vice President, Head of Division Operations, Voya Funds Services, LLC (01/2006-Present).
Fred Bedoya Age: 42	Vice President and Treasurer	09/2012-Present	Vice President, Voya Funds Services, LLC (03/2012-Present). Formerly, Assistant Vice President-Director, Voya Funds Services, LLC (03/2003-03/2012).

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<b>Name and Age</b>	<b>Positions Held with the Funds</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupation During the Last Five Years</b>
Maria M. Anderson Age: 56	Vice President	09/2004-Present	Vice President, Voya Funds Services, LLC (09/2004-Present).
Lauren D. Bensinger Age: 61	Vice President	08/2003-Present	Vice President, Voya Investments, LLC and Voya Funds Services, LLC (02/1996 – Present); Vice President, Voya Investments, LLC (10/2004 – Present); and Vice President and Money Laundering Reporting Officer, Voya Investments Distributor, LLC (04/2010 – Present). Anti-Money Laundering Compliance Officer, Voya Financial, Inc. (01/2013 – Present); Money Laundering Reporting Officer, Voya Investment Management Trust Co. (10/2012 – Present).
Sara Donaldson Age: 55	Vice President	09/2014-Present	Vice President, Voya Funds Services, LLC (04/2014 – Present). Formerly, Director, Compliance, AXA Rosenberg Global Services, LLC (09/ 1997 –03/2014).
Robyn L. Ichilov Age: 47	Vice President	11/1997-Present	Vice President, Voya Funds Services, LLC (11/1995-Present) and Voya Investments, LLC (08/1997-Present). Formerly, Treasurer, Voya Family of Funds (11/1999-02/2012).
Jason Kadavy Age: 39	Vice President	09/2012-Present	Vice President, Voya Funds Services, LLC (07/2007-Present).
Kimberly K. Springer Age: 58	Vice President	03/2006-Present	Vice President – Mutual Fund Product Development, Voya Investments, LLC (07/2012 – Present); Vice President, Voya Investment Management Voya Family of Funds (03/2010 – Present) and Vice President, Voya Funds Services, LLC (03/ 2006 - Present). Formerly Managing Paralegal, Registration Statements (06/2003 – 07/2012).
Craig Wheeler Age: 46	Vice President	05/2013 -Present	Vice President-Director of Tax, Voya Funds Services, LLC (03/2013-Present). Formerly, Assistant Vice President-Director of Tax, Voya Funds Services, LLC (03/2008-02/2013).



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<b>Name and Age</b>	<b>Positions Held with the Funds</b>	<b>Term of Office and Length of Time Served<sup>1</sup></b>	<b>Principal Occupation During the Last Five Years</b>
Huey P. Falgout, Jr. Age: 51	Secretary	08/2003-Present	Senior Vice President and Chief Counsel, Voya Family of Funds (March 2010-Present). Formerly, Chief Counsel, ING Americas, U.S. Legal Services (10/2003-03/2010).
Paul A. Caldarelli Age: 63	Assistant Secretary	06/2010-Present	Vice President and Senior Counsel, Voya Investment Management – Mutual Fund Legal Department (03/2010 – Present). Formerly, Senior Counsel, ING Americas, U.S. Legal Services (04/2008 – 03/2010).
Theresa K. Kelety Age: 52	Assistant Secretary	08/2003-Present	Vice President and Senior Counsel, Voya Investment Management – Mutual Fund Legal Department (03/ 2010 – Present). Formerly, Senior Counsel, ING Americas, U.S. Legal Services (04/2008 – 03/2010).

<sup>1</sup> The officers hold office until the next annual meeting of the Trustees and until their successors have been elected and qualified.

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Appendix E: Common Shares Outstanding

The following table sets forth the Common Shares outstanding for the Fund as of the Record Date.

<b>Fund</b>	<b>Number of Common Shares Outstanding</b>
Voya Prime Rate Trust	147,787,688.495

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Appendix F: 5% Beneficial Ownership

**Name and Address of  
Shareholder<sup>1</sup>      Percentage of Fund**

Cede & Co

PO Box 20

95.479%

Bowling Green Station

New York, NY 10274

1. This entity is the shareholder of record and may be deemed to be the beneficial owner of the shares listed for certain purposes under the securities laws, although in certain instances it may not have an economic interest in these shares and would, therefore, ordinarily disclaim any beneficial ownership therein.

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## Appendix G: Fees Paid to the Independent Registered Public Accountants

The following table shows fees paid to KPMG for professional audit services during the Fund's most recent fiscal years ended February 28, 2015 and February 28, 2014, as well as fees billed for other services rendered by KPMG to the Fund.

Audit Fees <sup>1</sup>		Audit-Related Fees <sup>2</sup>		Tax Fees <sup>3</sup>		All Other Fees <sup>4</sup>	
2015	2014	2015	2014	2015	2014	2015	2014
\$70,500	\$70,500	\$9,975	\$4,925	\$7,360	\$7,399	\$385	\$0

1. Audit fees consist of fees billed for professional services rendered for the audit of the Fund's year-end financial statements and services that are normally provided by KPMG in connection with statutory and regulatory filings.
2. Audit-related fees consist principally of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Fund's consolidated financial statements and are not reported under "Audit Fees." These services include attest services that are not required by statute or regulations and consultations concerning financial accounting and reporting standards.
3. Tax fees consist of fees billed for professional services for tax compliance. These services include assistance regarding federal, state, and local tax compliance.
4. All other fees would include fees for products and services other than the services reported above, including those related to the review and issuance of consents on various SEC filings.