

SUNTRUST BANKS INC
Form 13F-HR
August 07, 2007

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2007

Check here if Amendment [] Amendment Number:
This Amendment: [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: SunTrust Banks, Inc.
Address: 919 East Main Street
P.O. Box 26665
Richmond, VA 23261-6665

13F File Number: 28-04696

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing this report is authorized to submit it, that all information contained herein is true, correct, and complete, and that it is understood that all required items, statements, schedules, lists and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Victor A. Smith
Title: Senior Vice President
Phone: (804)782-5656

Signature	Place	Date of Signing:
Victor A. Smith	Richmond, VA	August 7, 2007

Report Type (Check only one.):

- [] 13F HOLDINGS REPORT.
- [] 13F NOTICE.
- [X] 13F COMBINATION REPORT.

I AM SIGNING THIS REPORT AS REQUIRED BY THE SECURITIES EXCHANGE ACT OF 1934.

List of Other Managers Reporting for this Manager:
28-10622 Zevenbergen Capital Investments

FORM 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 5

1	28-11308	Trusco Capital Management, Inc.
3	28-11399	Asset Management Advisors LLC
4	28-10498	First Mercantile Trust Company
5	28-11489	SunTrust Bank
6	28-11303	SunTrust Investment Services, Inc.

Form 13F Information Table Entry Total: 6265

Form 13F Information Table Value Total in thousands: \$34,213,493

NAME OF ISSUER	-TITLE OF CLASS-	--CUSIP--	VALUE (X\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	--MANA
D DAIMLERCHRYSLER AG REG USD		D1668R123	8	95	SH		DEFINED	3
D DAIMLERCHRYSLER AG REG USD		D1668R123	114	1241	SH		DEFINED	5
D DAIMLERCHRYSLER AG REG USD		D1668R123	389	4240	SH		DEFINED	5
D DAIMLERCHRYSLER AG REG USD		D1668R123	2	30	SH		DEFINED	6
D ACE LTD COM		G0070K103	29766	476106	SH		DEFINED	1
D ACE LTD COM		G0070K103	33	529	SH		DEFINED	3
D ACE LTD COM		G0070K103	184	2957	SH		DEFINED	4
D ACE LTD COM		G0070K103	17959	287263	SH		DEFINED	5
D ACE LTD COM		G0070K103	801	12814	SH		DEFINED	5
D ACE LTD COM		G0070K103	5	90	SH		DEFINED	6
D AIRCASTLE LTD COM		G0129K104	6895	173200	SH		DEFINED	1
D AMDOCS LTD COM		G02602103	254	6402	SH		DEFINED	1
D AMDOCS LTD COM		G02602103	2586	64955	SH		DEFINED	4
D AMDOCS LTD COM		G02602103	49	1251	SH		DEFINED	5
D AMDOCS LTD COM		G02602103	30	760	SH		DEFINED	5
D APEX SILVER MINES LTD SHS		G04074103	1198	59370	SH		DEFINED	4
D APEX SILVER MINES LTD SHS		G04074103	12	600	SH		DEFINED	5
D ARCH CAP GROUP LTD COM		G0450A105	2865	39502	SH		DEFINED	1
D ARCH CAP GROUP LTD COM		G0450A105	16	229	SH		DEFINED	5
D ASPEN INSURANCE HLDGS LTD COM		G05384105	541	19300	SH		DEFINED	4
D ASSURED GUARANTY LTD COM		G0585R106	393	13300	SH		DEFINED	4
D ACCENTURE LTD COM		G1150G111	61987	1445261	SH		DEFINED	1
D ACCENTURE LTD COM		G1150G111	15	370	SH		DEFINED	3
D ACCENTURE LTD COM		G1150G111	189	4410	SH		DEFINED	4
D ACCENTURE LTD COM		G1150G111	148	3464	SH		DEFINED	5
D ACCENTURE LTD COM		G1150G111	18	433	SH		DEFINED	5
D ACCENTURE LTD COM		G1150G111	57	1331	SH		DEFINED	6
D CENTRAL EUROPEAN MEDIA ENT A		G20045202	478	4900	SH		DEFINED	4
D COOPER INDS LTD CL A		G24182100	32930	576823	SH		DEFINED	1
D COOPER INDS LTD CL A		G24182100	819	14360	SH		DEFINED	3
D COOPER INDS LTD CL A		G24182100	611	10709	SH		DEFINED	5
D COOPER INDS LTD CL A		G24182100	532	9328	SH		DEFINED	5
D EVEREST RE GROUP LTD COM		G3223R108	195	1800	SH		DEFINED	3
D EVEREST RE GROUP LTD COM		G3223R108	62	575	SH		DEFINED	4
D EVEREST RE GROUP LTD COM		G3223R108	43	400	SH		DEFINED	5
D FOSTER WHEELER LTD COM		G36535139	2134	19950	SH		DEFINED	4
D FRONTLINE LTD USD SHS		G3682E127	14	315	SH		DEFINED	5
D FRONTLINE LTD USD SHS		G3682E127	229	5000	SH		DEFINED	5
D GARMIN LTD REG SHS		G37260109	711	9615	SH		DEFINED	1
D GARMIN LTD REG SHS		G37260109	295	4000	SH		DEFINED	3
D GARMIN LTD REG SHS		G37260109	1978	26752	SH		DEFINED	5

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D GARMIN LTD REG SHS	G37260109	399	5396 SH	DEFINED	5
D GARMIN LTD REG SHS	G37260109	45	612 SH	DEFINED	6
D GLOBAL CROSSING LTD COM	G3921A175	281	14900 SH	DEFINED	4
D GLOBAL CROSSING LTD COM	G3921A175	66	3500 SH	DEFINED	5
D GLOBALSANTAFE CORP COM	G3930E101	156	2165 SH	DEFINED	1
D GLOBALSANTAFE CORP COM	G3930E101	39	550 SH	DEFINED	3
D GLOBALSANTAFE CORP COM	G3930E101	511	7075 SH	DEFINED	4
D GLOBALSANTAFE CORP COM	G3930E101	983	13618 SH	DEFINED	5
D GLOBALSANTAFE CORP COM	G3930E101	76	1065 SH	DEFINED	5
D GLOBALSANTAFE CORP COM	G3930E101	732	10132 SH	DEFINED	6
D INGERSOLL RAND CO LTD CL A	G4776G101	6873	125386 SH	DEFINED	1
D INGERSOLL RAND CO LTD CL A	G4776G101	272	4971 SH	DEFINED	3
D INGERSOLL RAND CO LTD CL A	G4776G101	3186	58132 SH	DEFINED	4
D INGERSOLL RAND CO LTD CL A	G4776G101	3008	54873 SH	DEFINED	5
D INGERSOLL RAND CO LTD CL A	G4776G101	3066	55939 SH	DEFINED	5
D INGERSOLL RAND CO LTD CL A	G4776G101	18	334 SH	DEFINED	6
D LAZARD LTD CL A SHS	G54050102	3224	71600 SH	DEFINED	1
D LAZARD LTD CL A SHS	G54050102	54	1200 SH	DEFINED	5
D MONTPELIER RE HLDGS LTD SH	G62185106	456	24600 SH	DEFINED	4
D NABORS INDUSTRIES LTD COM	G6359F103	23700	710016 SH	DEFINED	1
D NABORS INDUSTRIES LTD COM	G6359F103	848	25413 SH	DEFINED	3
D NABORS INDUSTRIES LTD COM	G6359F103	1118	33500 SH	DEFINED	4
D NABORS INDUSTRIES LTD COM	G6359F103	133	3989 SH	DEFINED	5
D NABORS INDUSTRIES LTD COM	G6359F103	114	3424 SH	DEFINED	5
D NOBLE CORP SHS	G65422100	733	7520 SH	DEFINED	1
D NOBLE CORP SHS	G65422100	3	36 SH	DEFINED	3
D NOBLE CORP SHS	G65422100	1360	13950 SH	DEFINED	4
D NOBLE CORP SHS	G65422100	1587	16275 SH	DEFINED	5
D NOBLE CORP SHS	G65422100	130	1335 SH	DEFINED	5
D ONEBEACON INSURANCE GROUP	G67742109	12605	497656 SH	DEFINED	1
D ONEBEACON INSURANCE GROUP	G67742109	41	1626 SH	DEFINED	3
D ONEBEACON INSURANCE GROUP	G67742109	303	12000 SH	DEFINED	4
D PARTNERRE HLDGS LTD	G6852T105	831	10735 SH	DEFINED	3
D PARTNERRE HLDGS LTD	G6852T105	441	5700 SH	DEFINED	4
D PARTNERRE HLDGS LTD	G6852T105	308	3975 SH	DEFINED	5
D PARTNERRE HLDGS LTD	G6852T105	348	4500 SH	DEFINED	5
D PARTNERRE HLDGS LTD	G6852T105	1	25 SH	DEFINED	6
D SEAGATE TECHNOLOGY COM	G7945J104	11267	517550 SH	DEFINED	1
D SEAGATE TECHNOLOGY COM	G7945J104	403	18535 SH	DEFINED	3
D SEAGATE TECHNOLOGY COM	G7945J104	5750	264140 SH	DEFINED	4
D SEAGATE TECHNOLOGY COM	G7945J104	13	600 SH	DEFINED	5
D SEAGATE TECHNOLOGY COM	G7945J104	9	450 SH	DEFINED	5
D SECURITY CAPITAL ASSURANCE USD	G8018D107	13499	437297 SH	DEFINED	1
D SHIP FINANCE INTL LTD SHS	G81075106	2377	80100 SH	DEFINED	1
D SHIP FINANCE INTL LTD SHS	G81075106	0	32 SH	DEFINED	5
D SHIP FINANCE INTL LTD SHS	G81075106	106	3594 SH	DEFINED	5
D UTI WORLDWIDE INC SHS	G87210103	15655	584361 SH	DEFINED	1
D TRANSOCEAN INC SHS	G90078109	2334	22032 SH	DEFINED	1
D TRANSOCEAN INC SHS	G90078109	162	1536 SH	DEFINED	3
D TRANSOCEAN INC SHS	G90078109	3802	35877 SH	DEFINED	4
D TRANSOCEAN INC SHS	G90078109	2131	20109 SH	DEFINED	5
D TRANSOCEAN INC SHS	G90078109	1501	14167 SH	DEFINED	5
D TRANSOCEAN INC SHS	G90078109	761	7190 SH	DEFINED	6
D TSAKOS ENERGY NAVIGATION L OM	G9108L108	454	6500 SH	DEFINED	4
D TSAKOS ENERGY NAVIGATION L OM	G9108L108	1	15 SH	DEFINED	5
D TSAKOS ENERGY NAVIGATION L OM	G9108L108	55	800 SH	DEFINED	5
D VISTAPRINT LTD SHS	G93762204	2011	52600 SH	DEFINED	1
D WEATHERFORD INTL LTD COM	G95089101	1301	23552 SH	DEFINED	1
D WEATHERFORD INTL LTD COM	G95089101	1724	31216 SH	DEFINED	3
D WEATHERFORD INTL LTD COM	G95089101	3529	63900 SH	DEFINED	4
D WEATHERFORD INTL LTD COM	G95089101	139	2519 SH	DEFINED	5
D WEATHERFORD INTL LTD COM	G95089101	16	300 SH	DEFINED	5

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D WHITE MOUNTAINS INS GROUP COM	G9618E107	242	400 SH	DEFINED	4
D WHITE MOUNTAINS INS GROUP COM	G9618E107	60	100 SH	DEFINED	5
D WHITE MOUNTAINS INS GROUP COM	G9618E107	1333	2200 SH	DEFINED	5
D WILLIS GROUP HLDGS LTD COM	G96655108	581	13200 SH	DEFINED	5
D XL CAP LTD CL A COM	G98255105	3840	45567 SH	DEFINED	1
D XL CAP LTD CL A COM	G98255105	600	7128 SH	DEFINED	3
D XL CAP LTD CL A COM	G98255105	25	300 SH	DEFINED	4
D XL CAP LTD CL A COM	G98255105	135	1602 SH	DEFINED	5
D XL CAP LTD CL A COM	G98255105	16	200 SH	DEFINED	5
D ALCON INC COM	H01301102	4108	30450 SH	DEFINED	1
D ALCON INC COM	H01301102	748	5550 SH	DEFINED	3
D ALCON INC COM	H01301102	472	3500 SH	DEFINED	4
D ALCON INC COM	H01301102	201	1490 SH	DEFINED	5
D ALCON INC COM	H01301102	19	143 SH	DEFINED	5
D ALCON INC COM	H01301102	49	370 SH	DEFINED	6
D UBS AG REG SHS NEW CHF.1	H89231338	29993	499816 SH	DEFINED	1
D UBS AG REG SHS NEW CHF.1	H89231338	463	7730 SH	DEFINED	3
D UBS AG REG SHS NEW CHF.1	H89231338	1024	17075 SH	DEFINED	4
D UBS AG REG SHS NEW CHF.1	H89231338	164	2735 SH	DEFINED	5
D UBS AG REG SHS NEW CHF.1	H89231338	420	7000 SH	DEFINED	5
D UBS AG REG SHS NEW CHF.1	H89231338	355	5920 SH	DEFINED	6
D ITURAN LOCATION AND CONTRO M	M6158M104	673	53800 SH	DEFINED	1
D RADVISION LTD SHS	M81869105	3418	162570 SH	DEFINED	1
D SAIFUN SEMICONDUCTORS LTD SHS	M8233P102	260	21900 SH	DEFINED	4
D ASML HLDG NV NY REG ADR SH	N07059111	44127	1607577 SH	DEFINED	1
D ASML HLDG NV NY REG ADR SH	N07059111	41	1528 SH	DEFINED	5
D CORE LABORATORIES NV COM	N22717107	6351	62464 SH	DEFINED	1
D CORE LABORATORIES NV COM	N22717107	3720	36584 SH	DEFINED	4
D CORE LABORATORIES NV COM	N22717107	1651	16238 SH	DEFINED	5
D CORE LABORATORIES NV COM	N22717107	125	1236 SH	DEFINED	5
D CORE LABORATORIES NV COM	N22717107	35	353 SH	DEFINED	6
D STEINER LEISURE LTD COM	P8744Y102	7570	154119 SH	DEFINED	1
D ULTRAPETROL BAHAMAS LTD SH	P94398107	384	16217 SH	DEFINED	4
D ROYAL CARIBBEAN CRUISES LT M	V7780T103	21	500 SH	DEFINED	3
D ROYAL CARIBBEAN CRUISES LT M	V7780T103	444	10340 SH	DEFINED	5
D DIANA SHIPPING INC COM	Y2066G104	441	19702 SH	DEFINED	6
D FLEXTRONICS INTL LTD SHS	Y2573F102	16	1495 SH	DEFINED	3
D FLEXTRONICS INTL LTD SHS	Y2573F102	8	800 SH	DEFINED	4
D FLEXTRONICS INTL LTD SHS	Y2573F102	170	15775 SH	DEFINED	5
D FLEXTRONICS INTL LTD SHS	Y2573F102	1	100 SH	DEFINED	6
D GENERAL MARITIME CORP COM	Y2692M103	5	200 SH	DEFINED	5
D GENERAL MARITIME CORP COM	Y2692M103	214	8000 SH	DEFINED	5
D NAVIOS MARITIME HLDGS INC	Y62196103	252	20900 SH	DEFINED	4
D SEASPAN CORP SHS	Y75638109	16214	503854 SH	DEFINED	1
D SEASPAN CORP SHS	Y75638109	80	2500 SH	DEFINED	5
D SEASPAN CORP SHS	Y75638109	16	500 SH	DEFINED	5
D AAR CORP COM	000361105	346	10483 SH	DEFINED	3
D AAR CORP COM	000361105	1104	33445 SH	DEFINED	4
D ABB LTD SPONS ADR	000375204	1100	48700 SH	DEFINED	4
D ABB LTD SPONS ADR	000375204	8	390 SH	DEFINED	5
D ACCO BRANDS CORP COM	00081T108	72	3165 SH	DEFINED	5
D ACCO BRANDS CORP COM	00081T108	1166	50617 SH	DEFINED	5
D A D A M INC COM	00088U108	289	42000 SH	DEFINED	5
D ADC TELECOMMUNICATIO 3.065 /15/13	000886AB7	294	303000 SH	DEFINED	3
D ADC TELECOMMUNICATIONS INC	000886309	0	34 SH	DEFINED	3
D ADC TELECOMMUNICATIONS INC	000886309	274	15000 SH	DEFINED	4
D ADC TELECOMMUNICATIONS INC	000886309	1	57 SH	DEFINED	5
D ACM MANAGED INCOME FD INC	000919100	312	80750 SH	DEFINED	3
D AFLAC INC COM	001055102	70435	1370339 SH	DEFINED	1
D AFLAC INC COM	001055102	1900	36983 SH	DEFINED	3
D AFLAC INC COM	001055102	2523	49100 SH	DEFINED	4
D AFLAC INC COM	001055102	15840	308178 SH	DEFINED	5

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D AFLAC INC COM	001055102	11558	224874	SH	DEFINED	5
D AGCO CORP COM	001084102	28007	645183	SH	DEFINED	1
D AGCO CORP COM	001084102	59	1360	SH	DEFINED	3
D AGCO CORP COM	001084102	26	602	SH	DEFINED	5
D AGCO CORP COM	001084102	217	5000	SH	DEFINED	5
D AGL RES INC COM	001204106	67	1678	SH	DEFINED	3
D AGL RES INC COM	001204106	3051	75380	SH	DEFINED	4
D AGL RES INC COM	001204106	2448	60494	SH	DEFINED	5
D AGL RES INC COM	001204106	823	20349	SH	DEFINED	5
D AGL RES INC COM	001204106	394	9745	SH	DEFINED	6
D AES CORP COM	00130H105	819	37460	SH	DEFINED	1
D AES CORP COM	00130H105	146	6700	SH	DEFINED	3
D AES CORP COM	00130H105	1412	64570	SH	DEFINED	4
D AES CORP COM	00130H105	87	4003	SH	DEFINED	5
D AES CORP COM	00130H105	44	2029	SH	DEFINED	5
D AK STEEL HLDG CORP COM	001547108	3725	99705	SH	DEFINED	1
D AK STEEL HLDG CORP COM	001547108	7	200	SH	DEFINED	5
D AMB PPTY CORP REIT COM	00163T109	17012	319658	SH	DEFINED	1
D AMB PPTY CORP REIT COM	00163T109	39	747	SH	DEFINED	3
D AMB PPTY CORP REIT COM	00163T109	30	571	SH	DEFINED	6
D AMN HEALTHCARE SVCS INC CO	001744101	536	24400	SH	DEFINED	4
D AMN HEALTHCARE SVCS INC CO	001744101	6	315	SH	DEFINED	5
D AMN HEALTHCARE SVCS INC CO	001744101	8	400	SH	DEFINED	6
D AT & T INC COM	00206R102	169103	4074795	SH	DEFINED	1
D AT & T INC COM	00206R102	2140	51567	SH	DEFINED	3
D AT & T INC COM	00206R102	10185	245430	SH	DEFINED	4
D AT & T INC COM	00206R102	127769	3078779	SH	DEFINED	5
D AT & T INC COM	00206R102	63695	1534839	SH	DEFINED	5
D AT & T INC COM	00206R102	2983	71885	SH	DEFINED	6
D ATMI INC COM	00207R101	29	973	SH	DEFINED	3
D ATMI INC COM	00207R101	1601	53368	SH	DEFINED	4
D ASAT HLGD LTD ADR CAYMAN I D	00208B204	1	1332	SH	DEFINED	5
D ASAT HLGD LTD ADR CAYMAN I D	00208B204	36	36666	SH	DEFINED	5
D ATP OIL & GAS CORP COM	00208J108	963	19814	SH	DEFINED	4
D AARON RENTS INC COM	002535201	6838	234200	SH	DEFINED	1
D AARON RENTS INC COM	002535201	1011	34652	SH	DEFINED	3
D ABBOTT LABS COM	002824100	40753	761036	SH	DEFINED	1
D ABBOTT LABS COM	002824100	7654	142943	SH	DEFINED	3
D ABBOTT LABS COM	002824100	784	14650	SH	DEFINED	4
D ABBOTT LABS COM	002824100	47971	895821	SH	DEFINED	5
D ABBOTT LABS COM	002824100	27359	510915	SH	DEFINED	5
D ABBOTT LABS COM	002824100	16	300	SH	DEFINED	6
D ABER DIAMOND CORP CDA COM	002893105	8842	230635	SH	DEFINED	1
D ABERCROMBIE & FITCH CO CL M	002896207	27650	378879	SH	DEFINED	1
D ABERCROMBIE & FITCH CO CL M	002896207	102	1400	SH	DEFINED	4
D ABERCROMBIE & FITCH CO CL M	002896207	2079	28501	SH	DEFINED	5
D ABERCROMBIE & FITCH CO CL M	002896207	198	2725	SH	DEFINED	5
D ABERCROMBIE & FITCH CO CL M	002896207	25	351	SH	DEFINED	6
D ABERDEEN ASIA-PACIFIC PRIM C COM	003009107	324	50840	SH	DEFINED	5
D ABERDEEN ASIA-PACIFIC PRIM C COM	003009107	43	6731	SH	DEFINED	5
D ACTEL CORP COM	004934105	65	4700	SH	DEFINED	1
D ACTEL CORP COM	004934105	3	227	SH	DEFINED	3
D ACTEL CORP COM	004934105	701	50400	SH	DEFINED	4
D ACUITY BRANDS INC COM	00508Y102	7964	132119	SH	DEFINED	1
D ACUITY BRANDS INC COM	00508Y102	8	135	SH	DEFINED	3
D ACUITY BRANDS INC COM	00508Y102	697	11565	SH	DEFINED	5
D ACUITY BRANDS INC COM	00508Y102	723	12000	SH	DEFINED	5
D ACXIOM CORP COM	005125109	837	31666	SH	DEFINED	1
D ADMINISTAFF INC COM	007094105	12823	382900	SH	DEFINED	1
D ADMINISTAFF INC COM	007094105	56	1700	SH	DEFINED	3
D ADMINISTAFF INC COM	007094105	384	11474	SH	DEFINED	4
D ADOBE SYS INC COM	00724F101	98219	2446314	SH	DEFINED	1

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D ADOBE SYS INC COM	00724F101	910	22672	SH	DEFINED	3
D ADOBE SYS INC COM	00724F101	2029	50560	SH	DEFINED	4
D ADOBE SYS INC COM	00724F101	30061	748719	SH	DEFINED	5
D ADOBE SYS INC COM	00724F101	4449	110817	SH	DEFINED	5
D ADOBE SYS INC COM	00724F101	606	15118	SH	DEFINED	6
D ADTRAN INC COM	00738A106	838	32300	SH	DEFINED	4
D ADVANCE AUTO PARTS INC COM	00751Y106	8060	198877	SH	DEFINED	1
D ADVANCE AUTO PARTS INC COM	00751Y106	936	23100	SH	DEFINED	4
D ADVANCE AUTO PARTS INC COM	00751Y106	50	1250	SH	DEFINED	5
D ADVANCE AUTO PARTS INC COM	00751Y106	30	755	SH	DEFINED	5
D ADVANCED MAGNETICS INC COM	00753P103	2268	39000	SH	DEFINED	1
D ADVANTAGE ENERGY INCOME FD UNIT	00762L101	237	16900	SH	DEFINED	5
D ADVANTAGE ENERGY INCOME FD UNIT	00762L101	170	12150	SH	DEFINED	5
D ADVISORY BOARD CO COM	00762W107	813	14650	SH	DEFINED	4
D ADVANCED MED OPTICS INC CO	00763M108	1126	32300	SH	DEFINED	4
D ADVANCED MED OPTICS INC CO	00763M108	30	888	SH	DEFINED	5
D ADVENTRX PHARMACEUTICALS I OM	00764X103	508	200000	SH	DEFINED	5
D AEROPOSTALE INC COM	007865108	7409	177770	SH	DEFINED	1
D AEROPOSTALE INC COM	007865108	677	16250	SH	DEFINED	4
D AEROPOSTALE INC COM	007865108	1615	38764	SH	DEFINED	5
D AEROPOSTALE INC COM	007865108	112	2701	SH	DEFINED	5
D AEROPOSTALE INC COM	007865108	37	902	SH	DEFINED	6
D ADVANCED MICRO DEVICES INC	007903107	526	36835	SH	DEFINED	1
D ADVANCED MICRO DEVICES INC	007903107	29	2037	SH	DEFINED	3
D ADVANCED MICRO DEVICES INC	007903107	7	540	SH	DEFINED	5
D ADVANCED MICRO DEVICES INC	007903107	10	700	SH	DEFINED	5
D AEGON NV SPONS ADR	007924103	78	3972	SH	DEFINED	1
D AEGON NV SPONS ADR	007924103	88	4482	SH	DEFINED	3
D AEGON NV SPONS ADR	007924103	2718	138371	SH	DEFINED	5
D AEGON NV SPONS ADR	007924103	652	33210	SH	DEFINED	5
D AEGON NV SPONS ADR	007924103	369	18827	SH	DEFINED	6
D ADVANTA CORP CL B NON-VTG	007942204	6213	199534	SH	DEFINED	1
D ADVENT SOFTWARE INC COM	007974108	388	11930	SH	DEFINED	3
D AETNA INC COM	00817Y108	39233	794203	SH	DEFINED	1
D AETNA INC COM	00817Y108	563	11405	SH	DEFINED	3
D AETNA INC COM	00817Y108	1062	21500	SH	DEFINED	4
D AETNA INC COM	00817Y108	1213	24560	SH	DEFINED	5
D AETNA INC COM	00817Y108	950	19236	SH	DEFINED	5
D AETNA INC COM	00817Y108	24	500	SH	DEFINED	6
D AETNA INC COM	00817Y108	78	1590	SH	DEFINED	6
D AFFILIATED COMPUTER SVCS I OM	008190100	335	5907	SH	DEFINED	1
D AFFILIATED COMPUTER SVCS I OM	008190100	0	9	SH	DEFINED	3
D AFFILIATED COMPUTER SVCS I OM	008190100	811	14308	SH	DEFINED	5
D AFFILIATED COMPUTER SVCS I OM	008190100	395	6969	SH	DEFINED	5
D AFFILIATED MANAGERS GROUP COM	008252108	257	2003	SH	DEFINED	3
D AFFILIATED MANAGERS GROUP COM	008252108	570	4430	SH	DEFINED	4
D AFFILIATED MANAGERS GROUP COM	008252108	19	152	SH	DEFINED	5
D AFFILIATED MANAGERS GROUP COM	008252108	640	4973	SH	DEFINED	6
D AFTERMARKET TECHNOLOGY COR M	008318107	332	11200	SH	DEFINED	4
D AGERE SYS INC 6.500 /15/09	00845VAA8	342	337000	SH	DEFINED	3
D AGILENT TECHNOLOGIES INC C	00846U101	1142	29721	SH	DEFINED	1
D AGILENT TECHNOLOGIES INC C	00846U101	136	3552	SH	DEFINED	3
D AGILENT TECHNOLOGIES INC C	00846U101	2640	68692	SH	DEFINED	4
D AGILENT TECHNOLOGIES INC C	00846U101	132	3447	SH	DEFINED	5
D AGILENT TECHNOLOGIES INC C	00846U101	546	14211	SH	DEFINED	5
D AGILENT TECHNOLOGIES INC C	00846U101	72	1895	SH	DEFINED	6
D AGNICO EAGLE MINES LTD CDA SHS	008474108	9410	257811	SH	DEFINED	1
D AGNICO EAGLE MINES LTD CDA SHS	008474108	280	7672	SH	DEFINED	3
D AGNICO EAGLE MINES LTD CDA SHS	008474108	301	8260	SH	DEFINED	5
D AGNICO EAGLE MINES LTD CDA SHS	008474108	20	570	SH	DEFINED	5
D AGRUUM INC COM	008916108	678	15500	SH	DEFINED	4
D AIR PROD & CHEMS INC COM	009158106	4119	51251	SH	DEFINED	1

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D AIR PROD & CHEMS INC COM	009158106	198	2469 SH	DEFINED	3
D AIR PROD & CHEMS INC COM	009158106	4266	53080 SH	DEFINED	4
D AIR PROD & CHEMS INC COM	009158106	29702	369574 SH	DEFINED	5
D AIR PROD & CHEMS INC COM	009158106	1963	24428 SH	DEFINED	5
D AIR PROD & CHEMS INC COM	009158106	18	229 SH	DEFINED	6
D AIRGAS INC COM	009363102	1663	34722 SH	DEFINED	4
D AIRGAS INC COM	009363102	1446	30190 SH	DEFINED	5
D AIRGAS INC COM	009363102	23	485 SH	DEFINED	5
D AIRTRAN HLDGS INC COM	00949P108	141	13000 SH	DEFINED	5
D AIRTRAN HLDGS INC COM	00949P108	34	3200 SH	DEFINED	5
D AKAMAI TECHNOLOGIES INC CO	00971T101	12884	264900 SH	DEFINED	1
D AKAMAI TECHNOLOGIES INC CO	00971T101	40	834 SH	DEFINED	3
D AKAMAI TECHNOLOGIES INC CO	00971T101	2432	50005 SH	DEFINED	4
D AKAMAI TECHNOLOGIES INC CO	00971T101	881	18114 SH	DEFINED	5
D AKAMAI TECHNOLOGIES INC CO	00971T101	172	3551 SH	DEFINED	5
D AKAMAI TECHNOLOGIES INC CO	00971T101	12	264 SH	DEFINED	6
D AKZO NOBEL NV ADR	010199305	1330	15500 SH	DEFINED	4
D ALABAMA NATL BANCORP COM	010317105	1165	18855 SH	DEFINED	3
D ALABAMA NATL BANCORP COM	010317105	185	3000 SH	DEFINED	5
D ALASKA AIR GROUP INC COM	011659109	534	19199 SH	DEFINED	4
D ALASKA COMMUNICATIONS SYS P INC	01167P101	10213	644781 SH	DEFINED	1
D ALBANY INTL CORP CL A COM	012348108	3	95 SH	DEFINED	3
D ALBANY INTL CORP CL A COM	012348108	1504	37200 SH	DEFINED	4
D ALBEMARLE CORP COM	012653101	4991	129554 SH	DEFINED	1
D ALBEMARLE CORP COM	012653101	119	3104 SH	DEFINED	3
D ALBEMARLE CORP COM	012653101	327	8500 SH	DEFINED	4
D ALBEMARLE CORP COM	012653101	1509	39175 SH	DEFINED	5
D ALBEMARLE CORP COM	012653101	1236	32080 SH	DEFINED	5
D ALBEMARLE CORP COM	012653101	9	237 SH	DEFINED	6
D ALBERTO CULVER CO NEW COM	013078100	1	78 SH	DEFINED	3
D ALBERTO CULVER CO NEW COM	013078100	68	2900 SH	DEFINED	4
D ALBERTO CULVER CO NEW COM	013078100	268	11300 SH	DEFINED	5
D ALBERTO CULVER CO NEW COM	013078100	3	150 SH	DEFINED	5
D ALCAN INC COM	013716105	221	2730 SH	DEFINED	5
D ALCOA INC COM	013817101	11920	294106 SH	DEFINED	1
D ALCOA INC COM	013817101	16	419 SH	DEFINED	3
D ALCOA INC COM	013817101	169	4180 SH	DEFINED	4
D ALCOA INC COM	013817101	4118	101616 SH	DEFINED	5
D ALCOA INC COM	013817101	12096	298469 SH	DEFINED	5
D ALCOA INC COM	013817101	32	800 SH	DEFINED	6
D ALCATEL-LUCENT ADR	013904305	9	686 SH	DEFINED	1
D ALCATEL-LUCENT ADR	013904305	450	32195 SH	DEFINED	3
D ALCATEL-LUCENT ADR	013904305	130	9317 SH	DEFINED	5
D ALCATEL-LUCENT ADR	013904305	136	9765 SH	DEFINED	5
D ALEXANDER & BALDWIN COM	014482103	77	1455 SH	DEFINED	5
D ALEXANDER & BALDWIN COM	014482103	244	4605 SH	DEFINED	5
D ALEXANDRIA REAL ESTATE COM	015271109	2497	25800 SH	DEFINED	1
D ALEXANDRIA REAL ESTATE COM	015271109	33	348 SH	DEFINED	6
D ALEXION PHARMACEUTICALS IN M	015351109	6631	147171 SH	DEFINED	1
D ALEXION PHARMACEUTICALS IN M	015351109	39	876 SH	DEFINED	3
D ALEXION PHARMACEUTICALS IN M	015351109	679	15070 SH	DEFINED	4
D ALFA CORP COM	015385107	502	32271 SH	DEFINED	4
D ALIGN TECHNOLOGY INC COM	016255101	6302	260881 SH	DEFINED	1
D ALIGN TECHNOLOGY INC COM	016255101	442	18300 SH	DEFINED	4
D ALKERMES INC COM	01642T108	4127	282734 SH	DEFINED	1
D ALKERMES INC COM	01642T108	37	2580 SH	DEFINED	3
D ALKERMES INC COM	01642T108	786	53867 SH	DEFINED	4
D ALLEGHANY CORP DEL COM	017175100	2579	6345 SH	DEFINED	5
D ALLEGHENY ENERGY INC COM	017361106	551	10659 SH	DEFINED	1
D ALLEGHENY ENERGY INC COM	017361106	35	678 SH	DEFINED	3
D ALLEGHENY ENERGY INC COM	017361106	1291	24963 SH	DEFINED	5
D ALLEGHENY ENERGY INC COM	017361106	234	4527 SH	DEFINED	5

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D ALLEGHENY ENERGY INC COM	017361106	28	545 SH	DEFINED	6	
D ALLEGHENY TECHNOLOGIES COM	01741R102	681	6494 SH	DEFINED	1	
D ALLEGHENY TECHNOLOGIES COM	01741R102	384	3670 SH	DEFINED	3	
D ALLEGHENY TECHNOLOGIES COM	01741R102	52	500 SH	DEFINED	4	
D ALLEGHENY TECHNOLOGIES COM	01741R102	30	294 SH	DEFINED	5	
D ALLEGHENY TECHNOLOGIES COM	01741R102	44	423 SH	DEFINED	5	
D ALLEGHENY TECHNOLOGIES COM	01741R102	4	40 SH	DEFINED	6	
D ALLERGAN INC	1.500 /01/26	018490AL6	230	218000 SH	DEFINED	3
D ALLERGAN INC COM		018490102	1437	24936 SH	DEFINED	1
D ALLERGAN INC COM		018490102	348	6050 SH	DEFINED	3
D ALLERGAN INC COM		018490102	5700	98900 SH	DEFINED	4
D ALLERGAN INC COM		018490102	1574	27314 SH	DEFINED	5
D ALLERGAN INC COM		018490102	572	9928 SH	DEFINED	5
D ALLERGAN INC COM		018490102	5	100 SH	DEFINED	6
D ALLETE INC COM NEW		018522300	5	122 SH	DEFINED	3
D ALLETE INC COM NEW		018522300	64	1380 SH	DEFINED	5
D ALLETE INC COM NEW		018522300	117	2496 SH	DEFINED	5
D ALLETE INC COM NEW		018522300	90	1914 SH	DEFINED	6
D ALLIANCE DATA SYS CORP COM		018581108	425	5500 SH	DEFINED	1
D ALLIANCE DATA SYS CORP COM		018581108	38	500 SH	DEFINED	3
D ALLIANCE DATA SYS CORP COM		018581108	417	5400 SH	DEFINED	4
D ALLIANCE DATA SYS CORP COM		018581108	2095	27118 SH	DEFINED	5
D ALLIANCE DATA SYS CORP COM		018581108	143	1862 SH	DEFINED	5
D ALLIANCE DATA SYS CORP COM		018581108	44	572 SH	DEFINED	6
D ALLIANCE IMAGING INC DEL C		018606202	980	104369 SH	DEFINED	1
D ALLIANCE RESOURCE PARTNERS		01877R108	303	7239 SH	DEFINED	5
D ALLIANCE RESOURCE PARTNERS		01877R108	129	3090 SH	DEFINED	5
D ALLIANT ENERGY CORP COM		018802108	373	9607 SH	DEFINED	5
D ALLIANT ENERGY CORP COM		018802108	614	15818 SH	DEFINED	5
D ALLIANT TECHSYSTEMS INC CO		018804104	109	1100 SH	DEFINED	3
D ALLIANT TECHSYSTEMS INC CO		018804104	49	500 SH	DEFINED	5
D ALLIANT TECHSYSTEMS INC CO		018804104	397	4012 SH	DEFINED	5
D ALLIANCEBERNSTEIN INCOME F M		01881E101	225	27566 SH	DEFINED	5
D ALLIANCEBERNSTEIN INCOME F M		01881E101	77	9474 SH	DEFINED	5
D ALLIANCEBERNSTEIN HLDG LP		01881G106	653	7500 SH	DEFINED	5
D ALLIANCEBERNSTEIN HLDG LP		01881G106	229	2635 SH	DEFINED	5
D ALLIED CAP CORP COM		01903Q108	1029	33241 SH	DEFINED	3
D ALLIED CAP CORP COM		01903Q108	1101	35581 SH	DEFINED	5
D ALLIED CAP CORP COM		01903Q108	1630	52678 SH	DEFINED	5
D ALLIED CAP CORP COM		01903Q108	252	8170 SH	DEFINED	6
D ALLIED IRISH BKS PLC ADR		019228402	3	70 SH	DEFINED	5
D ALLIED IRISH BKS PLC ADR		019228402	308	5615 SH	DEFINED	6
D ALLIED WASTE INDS INC COM		019589308	229	17084 SH	DEFINED	1
D ALLIED WASTE INDS INC COM		019589308	156	11600 SH	DEFINED	3
D ALLIED WASTE INDS INC COM		019589308	12	935 SH	DEFINED	6
D ALLSCRIPTS HEALTHCARE SOLU S COM		01988P108	8500	333600 SH	DEFINED	1
D ALLSCRIPTS HEALTHCARE SOLU S COM		01988P108	7	305 SH	DEFINED	3
D ALLSCRIPTS HEALTHCARE SOLU S COM		01988P108	1061	41668 SH	DEFINED	4
D ALLSCRIPTS HEALTHCARE SOLU S COM		01988P108	80	3140 SH	DEFINED	5
D ALLSTATE CORP COM		020002101	6719	109241 SH	DEFINED	1
D ALLSTATE CORP COM		020002101	1482	24105 SH	DEFINED	3
D ALLSTATE CORP COM		020002101	76	1250 SH	DEFINED	4
D ALLSTATE CORP COM		020002101	20553	334154 SH	DEFINED	5
D ALLSTATE CORP COM		020002101	14787	240414 SH	DEFINED	5
D ALLSTATE CORP COM		020002101	27	442 SH	DEFINED	6
D ALLTEL CORP COM		020039103	11091	164191 SH	DEFINED	1
D ALLTEL CORP COM		020039103	794	11760 SH	DEFINED	3
D ALLTEL CORP COM		020039103	24	358 SH	DEFINED	4
D ALLTEL CORP COM		020039103	3630	53749 SH	DEFINED	5
D ALLTEL CORP COM		020039103	1399	20712 SH	DEFINED	5
D ALLTEL CORP COM		020039103	32	480 SH	DEFINED	6
D ALON USA ENERGY INC COM		020520102	396	9000 SH	DEFINED	4

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D ALPHA PRO TECH LTD		020772109	65	24000	SH	DEFINED	5
D ALPHARMA INC COM CL A		020813101	2	99	SH	DEFINED	3
D ALPHARMA INC COM CL A		020813101	241	9300	SH	DEFINED	4
D ALPINE TOTAL DYNAMIC DIVD		021060108	259	12500	SH	DEFINED	5
D ALTERA CORP COM		021441100	479	21651	SH	DEFINED	1
D ALTERA CORP COM		021441100	0	25	SH	DEFINED	3
D ALTERA CORP COM		021441100	64	2900	SH	DEFINED	4
D ALTERA CORP COM		021441100	17	800	SH	DEFINED	5
D ALTERA CORP COM		021441100	239	10800	SH	DEFINED	5
D ALTRIA GROUP INC COM		02209S103	19099	272301	SH	DEFINED	1
D ALTRIA GROUP INC COM		02209S103	8381	119502	SH	DEFINED	3
D ALTRIA GROUP INC COM		02209S103	5108	72836	SH	DEFINED	4
D ALTRIA GROUP INC COM		02209S103	32622	465102	SH	DEFINED	5
D ALTRIA GROUP INC COM		02209S103	75193	1072046	SH	DEFINED	5
D ALTRIA GROUP INC COM		02209S103	1314	18743	SH	DEFINED	6
D AMAZON INC COM		023135106	1214	17754	SH	DEFINED	1
D AMAZON INC COM		023135106	171	2500	SH	DEFINED	3
D AMAZON INC COM		023135106	301	4400	SH	DEFINED	4
D AMAZON INC COM		023135106	64	939	SH	DEFINED	5
D AMAZON INC COM		023135106	13	200	SH	DEFINED	5
D AMBAC FINL GROUP INC COM		023139108	28445	326250	SH	DEFINED	1
D AMBAC FINL GROUP INC COM		023139108	5	62	SH	DEFINED	3
D AMBAC FINL GROUP INC COM		023139108	2894	33200	SH	DEFINED	4
D AMBAC FINL GROUP INC COM		023139108	6338	72692	SH	DEFINED	5
D AMBAC FINL GROUP INC COM		023139108	1872	21475	SH	DEFINED	5
D AMBAC FINL GROUP INC COM		023139108	16	187	SH	DEFINED	6
D AMCOL INTL CORP COM		02341W103	8482	310591	SH	DEFINED	1
D AMCOL INTL CORP COM		02341W103	1	51	SH	DEFINED	3
D AMCOL INTL CORP COM		02341W103	7	287	SH	DEFINED	5
D AMDOCS LTD	0.500 /15/24	02342TAD1	353	343000	SH	DEFINED	3
D AMDOCS LTD	0.500 /15/24	02342TAD1	2	2000	SH	DEFINED	6
D AMEREN CORP COM		023608102	676	13802	SH	DEFINED	1
D AMEREN CORP COM		023608102	0	15	SH	DEFINED	3
D AMEREN CORP COM		023608102	848	17313	SH	DEFINED	5
D AMEREN CORP COM		023608102	345	7043	SH	DEFINED	5
D AMERICA MOVIL SA DE CV ADR		02364W105	1033	16690	SH	DEFINED	3
D AMERICA MOVIL SA DE CV ADR		02364W105	3054	49320	SH	DEFINED	4
D AMERICA MOVIL SA DE CV ADR		02364W105	2154	34784	SH	DEFINED	5
D AMERICA MOVIL SA DE CV ADR		02364W105	1077	17400	SH	DEFINED	5
D AMCORE FINL INC COM		023912108	1440	49704	SH	DEFINED	3
D AMERICAN CAP STRATEGIES LT M		024937104	478	11265	SH	DEFINED	3
D AMERICAN CAP STRATEGIES LT M		024937104	574	13510	SH	DEFINED	5
D AMERICAN CAP STRATEGIES LT M		024937104	53	1250	SH	DEFINED	5
D AMERICAN CAP STRATEGIES LT M		024937104	8	200	SH	DEFINED	6
D AMERICAN EAGLE OUTFITTERS COM		02553E106	3461	134885	SH	DEFINED	1
D AMERICAN EAGLE OUTFITTERS COM		02553E106	18	732	SH	DEFINED	5
D AMERICAN EAGLE OUTFITTERS COM		02553E106	2	87	SH	DEFINED	5
D AMERICAN EAGLE OUTFITTERS COM		02553E106	14	577	SH	DEFINED	6
D AMERICAN ECOLOGY CORP COM		025533407	7930	370251	SH	DEFINED	1
D AMERICAN ECOLOGY CORP COM		025533407	7	350	SH	DEFINED	5
D AMERICAN ECOLOGY CORP COM		025533407	10	500	SH	DEFINED	5
D AMERICAN ELEC PWR INC COM		025537101	8305	184409	SH	DEFINED	1
D AMERICAN ELEC PWR INC COM		025537101	234	5206	SH	DEFINED	3
D AMERICAN ELEC PWR INC COM		025537101	1931	42882	SH	DEFINED	5
D AMERICAN ELEC PWR INC COM		025537101	1300	28878	SH	DEFINED	5
D AMERICAN ELEC PWR INC COM		025537101	5	115	SH	DEFINED	6
D AMERICAN EXPRESS CO COM		025816109	101399	1657396	SH	DEFINED	1
D AMERICAN EXPRESS CO COM		025816109	15725	257033	SH	DEFINED	3
D AMERICAN EXPRESS CO COM		025816109	3907	63875	SH	DEFINED	4
D AMERICAN EXPRESS CO COM		025816109	56024	915732	SH	DEFINED	5
D AMERICAN EXPRESS CO COM		025816109	25288	413349	SH	DEFINED	5
D AMERICAN EXPRESS CO COM		025816109	209	3419	SH	DEFINED	6

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D AMERICAN FINL GROUP INC OH OM	025932104	2978	87204 SH	DEFINED	1
D AMERICAN FINL GROUP INC OH OM	025932104	2745	80400 SH	DEFINED	4
D AMERICAN FINL GROUP INC OH OM	025932104	17	500 SH	DEFINED	5
D AMERICAN GREETINGS CORP CL OM	026375105	832	29400 SH	DEFINED	4
D AMERICAN GREETINGS CORP CL OM	026375105	187	6626 SH	DEFINED	5
D AMERICAN GREETINGS CORP CL OM	026375105	22	800 SH	DEFINED	5
D AMERICAN HOME MTG INVT COR M	02660R107	205	11175 SH	DEFINED	1
D AMERICAN HOME MTG INVT COR M	02660R107	18	1000 SH	DEFINED	5
D AMERICAN INCOME FD INC COM	02672T109	108	13500 SH	DEFINED	3
D AMERICAN INTL GROUP INC CO	026874107	109473	1563241 SH	DEFINED	1
D AMERICAN INTL GROUP INC CO	026874107	3756	53640 SH	DEFINED	3
D AMERICAN INTL GROUP INC CO	026874107	9400	134234 SH	DEFINED	4
D AMERICAN INTL GROUP INC CO	026874107	134568	1921584 SH	DEFINED	5
D AMERICAN INTL GROUP INC CO	026874107	40789	582462 SH	DEFINED	5
D AMERICAN INTL GROUP INC CO	026874107	860	12286 SH	DEFINED	6
D AMERICAN NATL INSURANCE CO	028591105	5	34 SH	DEFINED	3
D AMERICAN NATL INSURANCE CO	028591105	888	5823 SH	DEFINED	4
D AMERICAN NATL INSURANCE CO	028591105	167	1100 SH	DEFINED	5
D AMERICAN STD COS INC COM	029712106	34164	579249 SH	DEFINED	1
D AMERICAN STD COS INC COM	029712106	28606	485015 SH	DEFINED	3
D AMERICAN STD COS INC COM	029712106	67	1141 SH	DEFINED	5
D AMERICAN STD COS INC COM	029712106	4	78 SH	DEFINED	5
D AMERICAN TOWER CORP 3.000 /15/12	029912AR3	250	119000 SH	DEFINED	3
D AMERICAN TOWER CORP CL A C	029912201	4314	102724 SH	DEFINED	1
D AMERICAN TOWER CORP CL A C	029912201	51	1223 SH	DEFINED	3
D AMERICAN TOWER CORP CL A C	029912201	499	11900 SH	DEFINED	4
D AMERICAN TOWER CORP CL A C	029912201	12	300 SH	DEFINED	5
D AMERICREDIT CORP COM	03060R101	17	660 SH	DEFINED	3
D AMERICREDIT CORP COM	03060R101	384	14500 SH	DEFINED	4
D AMERIGON INC COM	03070L300	573	31900 SH	DEFINED	4
D AMERISTAR CASINOS INC COM	03070Q101	5435	156464 SH	DEFINED	1
D AMERISOURCEBERGEN CORP COM	03073E105	28970	585609 SH	DEFINED	1
D AMERISOURCEBERGEN CORP COM	03073E105	36	744 SH	DEFINED	3
D AMERISOURCEBERGEN CORP COM	03073E105	90	1832 SH	DEFINED	5
D AMERISOURCEBERGEN CORP COM	03073E105	50	1018 SH	DEFINED	5
D AMERISOURCEBERGEN CORP COM	03073E105	1	25 SH	DEFINED	6
D AMERIGROUP CORP COM	03073T102	115	4861 SH	DEFINED	3
D AMERIGROUP CORP COM	03073T102	358	15050 SH	DEFINED	4
D AMERITYRE CORP COM	03073V107	48	11000 SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	35894	564653 SH	DEFINED	1
D AMERIPRISE FINL INC COM	03076C106	47	748 SH	DEFINED	3
D AMERIPRISE FINL INC COM	03076C106	889	14000 SH	DEFINED	4
D AMERIPRISE FINL INC COM	03076C106	1583	24908 SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	1459	22962 SH	DEFINED	5
D AMERIPRISE FINL INC COM	03076C106	2	45 SH	DEFINED	6
D AMERIGAS PARTNERS LP	030975106	150	4160 SH	DEFINED	5
D AMERIGAS PARTNERS LP	030975106	397	11000 SH	DEFINED	5
D AMETEK INC COM NEW	031100100	270	6815 SH	DEFINED	3
D AMETEK INC COM NEW	031100100	329	8300 SH	DEFINED	4
D AMETEK INC COM NEW	031100100	2397	60424 SH	DEFINED	5
D AMETEK INC COM NEW	031100100	1021	25740 SH	DEFINED	5
D AMGEN INC 0.125 /01/11	031162AN0	163	181000 SH	DEFINED	3
D AMGEN INC COM	031162100	32899	595039 SH	DEFINED	1
D AMGEN INC COM	031162100	781	14134 SH	DEFINED	3
D AMGEN INC COM	031162100	2619	47379 SH	DEFINED	4
D AMGEN INC COM	031162100	24678	446339 SH	DEFINED	5
D AMGEN INC COM	031162100	11863	214572 SH	DEFINED	5
D AMPHENOL CORP COM CL A	032095101	147	4140 SH	DEFINED	1
D AMPHENOL CORP COM CL A	032095101	139	3900 SH	DEFINED	3
D AMPHENOL CORP COM CL A	032095101	1645	46160 SH	DEFINED	4
D AMPHENOL CORP COM CL A	032095101	1935	54282 SH	DEFINED	5
D AMPHENOL CORP COM CL A	032095101	122	3428 SH	DEFINED	5

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D AMPHENOL CORP COM CL A	032095101	38	1077 SH	DEFINED	6
D AMYLIN PHARMACEUTICALS INC	032346108	1243	30200 SH	DEFINED	1
D AMYLIN PHARMACEUTICALS INC	032346108	10	250 SH	DEFINED	5
D AMYLIN PHARMACEUTICALS INC	032346108	8	200 SH	DEFINED	5
D AMYLIN PHARMACEUTICALS INC	032346108	12	300 SH	DEFINED	6
D AMTRUST FINL SVCS INC COM	032359309	698	37200 SH	DEFINED	4
D AMTRUST FINL SVCS INC COM	032359309	9	500 SH	DEFINED	5
D ANADARKO PETE CORP COM	032511107	31866	612931 SH	DEFINED	1
D ANADARKO PETE CORP COM	032511107	1062	20445 SH	DEFINED	3
D ANADARKO PETE CORP COM	032511107	5192	99879 SH	DEFINED	5
D ANADARKO PETE CORP COM	032511107	6107	117468 SH	DEFINED	5
D ANADARKO PETE CORP COM	032511107	15	300 SH	DEFINED	6
D ANADIGICS INC COM	032515108	5386	390576 SH	DEFINED	1
D ANADIGICS INC COM	032515108	92	6700 SH	DEFINED	6
D ANALOG DEVICES INC COM	032654105	54769	1455084 SH	DEFINED	1
D ANALOG DEVICES INC COM	032654105	263	7000 SH	DEFINED	3
D ANALOG DEVICES INC COM	032654105	116	3100 SH	DEFINED	4
D ANALOG DEVICES INC COM	032654105	528	14050 SH	DEFINED	5
D ANALOG DEVICES INC COM	032654105	80	2145 SH	DEFINED	5
D ANALOG DEVICES INC COM	032654105	1	49 SH	DEFINED	6
D ANAREN INC COM	032744104	480	27300 SH	DEFINED	4
D ANCHOR BANCORP WIS INC COM	032839102	2	94 SH	DEFINED	3
D ANCHOR BANCORP WIS INC COM	032839102	314	12000 SH	DEFINED	4
D ANGIODYNAMICS INC COM	03475V101	216	12000 SH	DEFINED	4
D ANGIODYNAMICS INC COM	03475V101	268	14900 SH	DEFINED	6
D ANGLO AMERICAN PLC ADR	03485P102	372	12700 SH	DEFINED	4
D ANGLO AMERICAN PLC ADR	03485P102	69	2368 SH	DEFINED	5
D ANGLO AMERICAN PLC ADR	03485P102	101	3450 SH	DEFINED	5
D ANGLO AMERICAN PLC ADR	03485P102	785	26784 SH	DEFINED	6
D ANGLOGOLD ASHANTI LTD ADR	035128206	109	2900 SH	DEFINED	3
D ANGLOGOLD ASHANTI LTD ADR	035128206	1671	44200 SH	DEFINED	4
D ANGLOGOLD ASHANTI LTD ADR	035128206	42	1122 SH	DEFINED	5
D ANGLOGOLD ASHANTI LTD ADR	035128206	19	525 SH	DEFINED	5
D ANHEUSER BUSCH COS INC COM	035229103	71432	1369489 SH	DEFINED	1
D ANHEUSER BUSCH COS INC COM	035229103	1592	30538 SH	DEFINED	3
D ANHEUSER BUSCH COS INC COM	035229103	425	8150 SH	DEFINED	4
D ANHEUSER BUSCH COS INC COM	035229103	15145	290375 SH	DEFINED	5
D ANHEUSER BUSCH COS INC COM	035229103	11248	215647 SH	DEFINED	5
D ANHEUSER BUSCH COS INC COM	035229103	126	2418 SH	DEFINED	6
D ANIXTER INTL INC COM	035290105	6376	84779 SH	DEFINED	1
D ANIXTER INTL INC COM	035290105	4	54 SH	DEFINED	3
D ANIXTER INTL INC COM	035290105	1433	19054 SH	DEFINED	4
D ANIXTER INTL INC COM	035290105	488	6494 SH	DEFINED	5
D ANSOFT CORP COM	036384105	60	2045 SH	DEFINED	1
D ANSOFT CORP COM	036384105	687	23313 SH	DEFINED	5
D ANSOFT CORP COM	036384105	46	1571 SH	DEFINED	5
D ANSOFT CORP COM	036384105	23	805 SH	DEFINED	6
D ANSYS INC COM	03662Q105	5075	191517 SH	DEFINED	1
D ANSYS INC COM	03662Q105	13	506 SH	DEFINED	3
D ANSYS INC COM	03662Q105	992	37439 SH	DEFINED	4
D ANTIGENICS INC DEL COM	037032109	35	12296 SH	DEFINED	3
D ANTIGENICS INC DEL COM	037032109	5	2000 SH	DEFINED	5
D AON CORP COM	037389103	11564	271397 SH	DEFINED	1
D AON CORP COM	037389103	533	12517 SH	DEFINED	3
D AON CORP COM	037389103	3144	73800 SH	DEFINED	4
D AON CORP COM	037389103	348	8177 SH	DEFINED	5
D AON CORP COM	037389103	98	2315 SH	DEFINED	5
D AON CORP COM	037389103	23	540 SH	DEFINED	6
D APACHE CORP COM	037411105	19151	234724 SH	DEFINED	1
D APACHE CORP COM	037411105	485	5952 SH	DEFINED	3
D APACHE CORP COM	037411105	3812	46724 SH	DEFINED	4
D APACHE CORP COM	037411105	51940	636609 SH	DEFINED	5

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D APACHE CORP COM	037411105	8940	109579	SH	DEFINED	5
D APACHE CORP COM	037411105	196	2414	SH	DEFINED	6
D APARTMENT INVT & MGMT CO C COM	03748R101	3877	76913	SH	DEFINED	1
D APARTMENT INVT & MGMT CO C COM	03748R101	180	3586	SH	DEFINED	3
D APOLLO GROUP INC COM CL A	037604105	458	7853	SH	DEFINED	1
D APOLLO GROUP INC COM CL A	037604105	9188	157260	SH	DEFINED	3
D APOLLO GROUP INC COM CL A	037604105	419	7175	SH	DEFINED	4
D APOLLO GROUP INC COM CL A	037604105	498	8539	SH	DEFINED	5
D APOLLO GROUP INC COM CL A	037604105	58	1001	SH	DEFINED	5
D APOLLO INVT CORP COM SH BE T	03761U106	69	3231	SH	DEFINED	1
D APOLLO INVT CORP COM SH BE T	03761U106	14	660	SH	DEFINED	3
D APOLLO INVT CORP COM SH BE T	03761U106	460	21400	SH	DEFINED	4
D APOLLO INVT CORP COM SH BE T	03761U106	59	2780	SH	DEFINED	5
D APOLLO INVT CORP COM SH BE T	03761U106	803	37360	SH	DEFINED	6
D APPLE INC COM	037833100	77860	637995	SH	DEFINED	1
D APPLE INC COM	037833100	5784	47401	SH	DEFINED	3
D APPLE INC COM	037833100	7354	60265	SH	DEFINED	4
D APPLE INC COM	037833100	7083	58043	SH	DEFINED	5
D APPLE INC COM	037833100	2932	24027	SH	DEFINED	5
D APPLE INC COM	037833100	364	2988	SH	DEFINED	6
D APPLEBEES INTL INC COM	037899101	66	2766	SH	DEFINED	1
D APPLEBEES INTL INC COM	037899101	101	4200	SH	DEFINED	3
D APPLEBEES INTL INC COM	037899101	659	27346	SH	DEFINED	5
D APPLEBEES INTL INC COM	037899101	134	5565	SH	DEFINED	5
D APRIA HEALTHCARE GROUP COM	037933108	60	2110	SH	DEFINED	1
D APRIA HEALTHCARE GROUP COM	037933108	716	24900	SH	DEFINED	4
D APPLERA CORP COM	038020103	5978	195763	SH	DEFINED	1
D APPLERA CORP COM	038020103	1	60	SH	DEFINED	3
D APPLERA CORP COM	038020103	126	4131	SH	DEFINED	4
D APPLERA CORP COM	038020103	105	3451	SH	DEFINED	5
D APPLERA CORP COM	038020103	2640	86453	SH	DEFINED	5
D APPLIED INDL TECHNOLOGIES COM	03820C105	2	80	SH	DEFINED	3
D APPLIED INDL TECHNOLOGIES COM	03820C105	203	6900	SH	DEFINED	4
D APPLIED MATLS INC COM	038222105	35945	1809020	SH	DEFINED	1
D APPLIED MATLS INC COM	038222105	95	4830	SH	DEFINED	3
D APPLIED MATLS INC COM	038222105	256	12920	SH	DEFINED	4
D APPLIED MATLS INC COM	038222105	3561	179221	SH	DEFINED	5
D APPLIED MATLS INC COM	038222105	1059	53300	SH	DEFINED	5
D APTARGROUP INC COM	038336103	87	2457	SH	DEFINED	1
D APTARGROUP INC COM	038336103	8	244	SH	DEFINED	3
D APTARGROUP INC COM	038336103	1616	45450	SH	DEFINED	5
D APTARGROUP INC COM	038336103	402	11310	SH	DEFINED	5
D AQUA AMER INC COM	03836W103	14769	656700	SH	DEFINED	1
D AQUA AMER INC COM	03836W103	94	4200	SH	DEFINED	5
D AQUA AMER INC COM	03836W103	273	12148	SH	DEFINED	5
D AQUANTIVE INC COM	03839G105	3776	59200	SH	DEFINED	1
D AQUANTIVE INC COM	03839G105	465	7300	SH	DEFINED	4
D ARBITRON INC COM	03875Q108	4	87	SH	DEFINED	3
D ARBITRON INC COM	03875Q108	1427	27700	SH	DEFINED	4
D ARBITRON INC COM	03875Q108	3	72	SH	DEFINED	5
D ARCH CHEMICALS INC COM	03937R102	226	6444	SH	DEFINED	4
D ARCH CHEMICALS INC COM	03937R102	17	504	SH	DEFINED	5
D ARCH CHEMICALS INC COM	03937R102	56	1610	SH	DEFINED	5
D ARCH COAL INC COM	039380100	382	11000	SH	DEFINED	3
D ARCH COAL INC COM	039380100	92	2646	SH	DEFINED	5
D ARCH COAL INC COM	039380100	270	7762	SH	DEFINED	5
D ARCHER DANIELS MIDLAND CO	039483102	38109	1151693	SH	DEFINED	1
D ARCHER DANIELS MIDLAND CO	039483102	92	2793	SH	DEFINED	3
D ARCHER DANIELS MIDLAND CO	039483102	3633	109801	SH	DEFINED	4
D ARCHER DANIELS MIDLAND CO	039483102	3626	109583	SH	DEFINED	5
D ARCHER DANIELS MIDLAND CO	039483102	388	11745	SH	DEFINED	5
D ARCHER DANIELS MIDLAND CO	039483102	6	207	SH	DEFINED	6

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D ARCHSTONE-SMITH TR COM	039583109	881	14917 SH	DEFINED	1
D ARCHSTONE-SMITH TR COM	039583109	316	5359 SH	DEFINED	3
D ARCHSTONE-SMITH TR COM	039583109	985	16670 SH	DEFINED	5
D ARCHSTONE-SMITH TR COM	039583109	2846	48162 SH	DEFINED	5
D ARCHSTONE-SMITH TR COM	039583109	102	1741 SH	DEFINED	6
D ARES CAP CORP COM	04010L103	59	3543 SH	DEFINED	1
D ARES CAP CORP COM	04010L103	11	665 SH	DEFINED	3
D ARES CAP CORP COM	04010L103	362	21500 SH	DEFINED	4
D ARES CAP CORP COM	04010L103	16	1000 SH	DEFINED	5
D ARGONAUT GROUP INC COM	040157109	60	1949 SH	DEFINED	1
D ARGONAUT GROUP INC COM	040157109	501	16070 SH	DEFINED	4
D ARKANSAS BEST CORP DEL COM	040790107	2	74 SH	DEFINED	3
D ARKANSAS BEST CORP DEL COM	040790107	444	11400 SH	DEFINED	4
D ARMOR HLDGS INC COM	042260109	8	99 SH	DEFINED	3
D ARMOR HLDGS INC COM	042260109	269	3100 SH	DEFINED	4
D ARMOR HLDGS INC COM	042260109	8	100 SH	DEFINED	5
D ARRIS GROUP INC COM	04269Q100	9421	535639 SH	DEFINED	1
D ARRIS GROUP INC COM	04269Q100	1564	88952 SH	DEFINED	4
D ARRAY BIOPHARMA INC COM	04269X105	443	38000 SH	DEFINED	4
D ARROW ELECTRONICS INC COM	042735100	157	4100 SH	DEFINED	3
D ARROW ELECTRONICS INC COM	042735100	3385	88100 SH	DEFINED	4
D ARROW ELECTRONICS INC COM	042735100	38	1000 SH	DEFINED	5
D ARROW ELECTRONICS INC COM	042735100	19	500 SH	DEFINED	5
D ARVINMERITOR INC COM	043353101	773	34850 SH	DEFINED	4
D ARVINMERITOR INC COM	043353101	34	1548 SH	DEFINED	5
D ARVINMERITOR INC COM	043353101	128	5800 SH	DEFINED	5
D ASBURY AUTOMOTIVE GROUP IN M	043436104	55	2236 SH	DEFINED	1
D ASBURY AUTOMOTIVE GROUP IN M	043436104	261	10500 SH	DEFINED	4
D ASHFORD HOSPITALITY TR INC	044103109	63	5375 SH	DEFINED	1
D ASHFORD HOSPITALITY TR INC	044103109	70	6000 SH	DEFINED	5
D ASHFORD HOSPITALITY TR INC	044103109	15	1320 SH	DEFINED	5
D ASHLAND INC NEW COM	044209104	12734	199139 SH	DEFINED	1
D ASHLAND INC NEW COM	044209104	26	408 SH	DEFINED	3
D ASHLAND INC NEW COM	044209104	111	1750 SH	DEFINED	5
D ASHLAND INC NEW COM	044209104	850	13300 SH	DEFINED	5
D THE ASIA PACIFIC FD COM	044901106	366	14500 SH	DEFINED	3
D ASPEN TECHNOLOGY INC COM	045327103	777	55507 SH	DEFINED	4
D ASPREVA PHARMACEUTICALS CO	04538T109	288	16700 SH	DEFINED	4
D ASSET ACCEP CAP CORP COM	04543P100	79	4500 SH	DEFINED	3
D ASSET ACCEP CAP CORP COM	04543P100	121	6872 SH	DEFINED	4
D ASSURANT INC COM	04621X108	4952	84058 SH	DEFINED	1
D ASSURANT INC COM	04621X108	366	6216 SH	DEFINED	3
D ASSURANT INC COM	04621X108	1761	29900 SH	DEFINED	4
D ASTA FDG INC COM	046220109	334	8700 SH	DEFINED	4
D ASTA FDG INC COM	046220109	23	600 SH	DEFINED	5
D ASTORIA FINL CORP COM	046265104	10794	431075 SH	DEFINED	1
D ASTORIA FINL CORP COM	046265104	152	6075 SH	DEFINED	3
D ASTORIA FINL CORP COM	046265104	989	39500 SH	DEFINED	4
D ASTRAZENECA PLC SPONS ADR	046353108	2374	44400 SH	DEFINED	4
D ASTRAZENECA PLC SPONS ADR	046353108	366	6851 SH	DEFINED	5
D ASTRAZENECA PLC SPONS ADR	046353108	128	2397 SH	DEFINED	5
D ASTRAZENECA PLC SPONS ADR	046353108	26	500 SH	DEFINED	6
D ATHEROS COMMUNICATIONS INC	04743P108	13372	433624 SH	DEFINED	1
D ATHEROS COMMUNICATIONS INC	04743P108	354	11500 SH	DEFINED	4
D ATHEROS COMMUNICATIONS INC	04743P108	1752	56839 SH	DEFINED	5
D ATHEROS COMMUNICATIONS INC	04743P108	119	3891 SH	DEFINED	5
D ATHEROS COMMUNICATIONS INC	04743P108	40	1300 SH	DEFINED	6
D ATLAS PIPELINE PARTNERS LP	049392103	217	4000 SH	DEFINED	5
D ATMOS ENERGY CORP COM	049560105	73	2456 SH	DEFINED	3
D ATMOS ENERGY CORP COM	049560105	2196	73080 SH	DEFINED	4
D ATMOS ENERGY CORP COM	049560105	233	7756 SH	DEFINED	5
D ATMOS ENERGY CORP COM	049560105	251	8355 SH	DEFINED	5

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D ATMOS ENERGY CORP COM	049560105	6	200 SH	DEFINED	6
D AUBURN NATL BANCORP ALA CO	050473107	1158	44013 SH	DEFINED	5
D AURIZON MINES LTD	05155P106	42	13000 SH	DEFINED	5
D AURIZON MINES LTD	05155P106	11	3500 SH	DEFINED	5
D AUSTRALIA & NEW ZEALAND BK P ADR	052528304	308	2500 SH	DEFINED	4
D AUTHORIZE.NET HOLDINGS INC	052686102	3821	213584 SH	DEFINED	1
D AUTODESK INC COM	052769106	642	13657 SH	DEFINED	1
D AUTODESK INC COM	052769106	884	18778 SH	DEFINED	3
D AUTODESK INC COM	052769106	125	2663 SH	DEFINED	4
D AUTODESK INC COM	052769106	16861	358136 SH	DEFINED	5
D AUTODESK INC COM	052769106	1432	30423 SH	DEFINED	5
D AUTODESK INC COM	052769106	8	175 SH	DEFINED	6
D AUTOLIV INC COM	052800109	16	290 SH	DEFINED	3
D AUTOLIV INC COM	052800109	1080	19000 SH	DEFINED	4
D AUTOLIV INC COM	052800109	29	511 SH	DEFINED	5
D AUTOLIV INC COM	052800109	0	13 SH	DEFINED	6
D AUTOMATIC DATA PROCESSING COM	053015103	57226	1180667 SH	DEFINED	1
D AUTOMATIC DATA PROCESSING COM	053015103	14228	293559 SH	DEFINED	3
D AUTOMATIC DATA PROCESSING COM	053015103	165	3410 SH	DEFINED	4
D AUTOMATIC DATA PROCESSING COM	053015103	15018	309857 SH	DEFINED	5
D AUTOMATIC DATA PROCESSING COM	053015103	5526	114016 SH	DEFINED	5
D AUTOMATIC DATA PROCESSING COM	053015103	29	600 SH	DEFINED	6
D AUTONATION INC COM	05329W102	226	10111 SH	DEFINED	1
D AUTONATION INC COM	05329W102	135	6046 SH	DEFINED	3
D AUTONATION INC COM	05329W102	66	2976 SH	DEFINED	5
D AUTONATION INC COM	05329W102	22	1000 SH	DEFINED	5
D AUTOZONE INC COM	053332102	2259	16541 SH	DEFINED	1
D AUTOZONE INC COM	053332102	178	1307 SH	DEFINED	3
D AUTOZONE INC COM	053332102	243	1782 SH	DEFINED	5
D AUTOZONE INC COM	053332102	363	2664 SH	DEFINED	5
D AVALONBAY COMMUNITIES INC	053484101	599	5047 SH	DEFINED	1
D AVALONBAY COMMUNITIES INC	053484101	118	999 SH	DEFINED	3
D AVALONBAY COMMUNITIES INC	053484101	112	950 SH	DEFINED	5
D AVALONBAY COMMUNITIES INC	053484101	5	50 SH	DEFINED	5
D AVALONBAY COMMUNITIES INC	053484101	41	347 SH	DEFINED	6
D AVAYA INC COM	053499109	490	29154 SH	DEFINED	1
D AVAYA INC COM	053499109	1	100 SH	DEFINED	3
D AVAYA INC COM	053499109	2946	174999 SH	DEFINED	5
D AVAYA INC COM	053499109	189	11238 SH	DEFINED	5
D AVERY DENNISON CORP COM	053611109	443	6677 SH	DEFINED	1
D AVERY DENNISON CORP COM	053611109	0	8 SH	DEFINED	3
D AVERY DENNISON CORP COM	053611109	759	11430 SH	DEFINED	4
D AVERY DENNISON CORP COM	053611109	1025	15425 SH	DEFINED	5
D AVERY DENNISON CORP COM	053611109	4468	67210 SH	DEFINED	5
D AVID TECHNOLOGY INC COM	05367P100	5	149 SH	DEFINED	3
D AVID TECHNOLOGY INC COM	05367P100	1182	33446 SH	DEFINED	4
D AVOCENT CORP COM	053893103	342	11800 SH	DEFINED	4
D AVOCENT CORP COM	053893103	64	2239 SH	DEFINED	5
D AVON PRODS INC COM	054303102	28406	772955 SH	DEFINED	1
D AVON PRODS INC COM	054303102	872	23749 SH	DEFINED	3
D AVON PRODS INC COM	054303102	180	4900 SH	DEFINED	4
D AVON PRODS INC COM	054303102	886	24130 SH	DEFINED	5
D AVON PRODS INC COM	054303102	621	16913 SH	DEFINED	5
D AVON PRODS INC COM	054303102	7	194 SH	DEFINED	6
D AXA SA SPONS ADR	054536107	989	23000 SH	DEFINED	4
D AXA SA SPONS ADR	054536107	147	3432 SH	DEFINED	5
D BB&T CORP COM	054937107	1521	37404 SH	DEFINED	1
D BB&T CORP COM	054937107	447	10995 SH	DEFINED	3
D BB&T CORP COM	054937107	23210	570557 SH	DEFINED	5
D BB&T CORP COM	054937107	6989	171809 SH	DEFINED	5
D BB&T CORP COM	054937107	122	3000 SH	DEFINED	6
D BB&T CORP COM	054937107	58	1444 SH	DEFINED	6

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D BJ'S WHOLESALE CLUB INC CO	05548J106	540	15000 SH	DEFINED	4
D BJ SVCS CO COM	055482103	5258	184901 SH	DEFINED	1
D BJ SVCS CO COM	055482103	550	19360 SH	DEFINED	4
D BJ SVCS CO COM	055482103	875	30794 SH	DEFINED	5
D BJ SVCS CO COM	055482103	372	13105 SH	DEFINED	5
D BJ SVCS CO COM	055482103	15	550 SH	DEFINED	6
D BP PLC SPONS ADR	055622104	22314	309327 SH	DEFINED	1
D BP PLC SPONS ADR	055622104	1215	16844 SH	DEFINED	3
D BP PLC SPONS ADR	055622104	58663	813187 SH	DEFINED	5
D BP PLC SPONS ADR	055622104	36374	504223 SH	DEFINED	5
D BP PLC SPONS ADR	055622104	982	13613 SH	DEFINED	6
D BMC SOFTWARE INC COM	055921100	6886	227266 SH	DEFINED	1
D BMC SOFTWARE INC COM	055921100	42	1391 SH	DEFINED	4
D BMC SOFTWARE INC COM	055921100	24	800 SH	DEFINED	5
D BMC SOFTWARE INC COM	055921100	9	325 SH	DEFINED	5
D BAIDU COM INC SPONS ADR	056752108	434	2589 SH	DEFINED	5
D BAKER HUGHES INC COM	057224107	81567	969539 SH	DEFINED	1
D BAKER HUGHES INC COM	057224107	362	4311 SH	DEFINED	3
D BAKER HUGHES INC COM	057224107	365	4350 SH	DEFINED	4
D BAKER HUGHES INC COM	057224107	1633	19411 SH	DEFINED	5
D BAKER HUGHES INC COM	057224107	650	7730 SH	DEFINED	5
D BALDOR ELEC CO COM	057741100	0	13 SH	DEFINED	3
D BALDOR ELEC CO COM	057741100	803	16300 SH	DEFINED	4
D BALDOR ELEC CO COM	057741100	133	2700 SH	DEFINED	5
D BALDOR ELEC CO COM	057741100	23	483 SH	DEFINED	5
D BALL CORP COM	058498106	345	6503 SH	DEFINED	1
D BALL CORP COM	058498106	154	2900 SH	DEFINED	3
D BALL CORP COM	058498106	134	2525 SH	DEFINED	5
D BALL CORP COM	058498106	850	16000 SH	DEFINED	5
D BALL CORP COM	058498106	31	600 SH	DEFINED	6
D BANCO SANTANDER CEN ADR	05964H105	863	47000 SH	DEFINED	4
D BANCO SANTANDER CEN ADR	05964H105	22	1250 SH	DEFINED	5
D BANCORPSOUTH INC COM	059692103	0	22 SH	DEFINED	3
D BANCORPSOUTH INC COM	059692103	322	13200 SH	DEFINED	4
D BANCORPSOUTH INC COM	059692103	1317	53875 SH	DEFINED	5
D BANK AMER CORP COM	060505104	114733	2346762 SH	DEFINED	1
D BANK AMER CORP COM	060505104	4289	87741 SH	DEFINED	3
D BANK AMER CORP COM	060505104	3708	75852 SH	DEFINED	4
D BANK AMER CORP COM	060505104	143275	2930577 SH	DEFINED	5
D BANK AMER CORP COM	060505104	69620	1424026 SH	DEFINED	5
D BANK AMER CORP COM	060505104	1454	29760 SH	DEFINED	6
D BANK OF HAWAII CORP COM	062540109	13936	269886 SH	DEFINED	1
D BANK OF HAWAII CORP COM	062540109	87	1700 SH	DEFINED	5
D BANK NEW YORK INC COM	064057102	2921	70505 SH	DEFINED	1
D BANK NEW YORK INC COM	064057102	5	126 SH	DEFINED	3
D BANK NEW YORK INC COM	064057102	1781	43000 SH	DEFINED	4
D BANK NEW YORK INC COM	064057102	9990	241090 SH	DEFINED	5
D BANK NEW YORK INC COM	064057102	2607	62934 SH	DEFINED	5
D BANK NEW YORK INC COM	064057102	34	838 SH	DEFINED	6
D BANKRATE INC COM	06646V108	4540	94742 SH	DEFINED	1
D BANKRATE INC COM	06646V108	23	500 SH	DEFINED	3
D BANKRATE INC COM	06646V108	450	9400 SH	DEFINED	4
D BANKUNITED FINL CORP COM	06652B103	9054	451145 SH	DEFINED	1
D BANKUNITED FINL CORP COM	06652B103	3	152 SH	DEFINED	3
D BANKUNITED FINL CORP COM	06652B103	20	1000 SH	DEFINED	5
D BANNER CORP COM	06652V109	5256	154345 SH	DEFINED	1
D BARCLAYS BK PLC IPATH INDE D TO	06738C778	30	600 SH	DEFINED	5
D BARCLAYS BK PLC IPATH INDE D TO	06738C778	3382	66636 SH	DEFINED	6
D C R BARD INC COM	067383109	587	7104 SH	DEFINED	1
D C R BARD INC COM	067383109	72	880 SH	DEFINED	3
D C R BARD INC COM	067383109	1508	18255 SH	DEFINED	4
D C R BARD INC COM	067383109	5032	60908 SH	DEFINED	5

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D C R BARD INC COM	067383109	8820	106745 SH	DEFINED	5
D BARE ESCENTIALS INC COM	067511105	3032	88800 SH	DEFINED	1
D BARNES GROUP INC COM	067806109	80	2526 SH	DEFINED	1
D BARNES GROUP INC COM	067806109	1	48 SH	DEFINED	3
D BARNES GROUP INC COM	067806109	766	24200 SH	DEFINED	4
D BARNES GROUP INC COM	067806109	190	6000 SH	DEFINED	5
D BARRICK GOLD CORP CDA COM	067901108	614	21136 SH	DEFINED	3
D BARRICK GOLD CORP CDA COM	067901108	6848	235595 SH	DEFINED	4
D BARRICK GOLD CORP CDA COM	067901108	181	6251 SH	DEFINED	5
D BARRICK GOLD CORP CDA COM	067901108	219	7560 SH	DEFINED	5
D BARRICK GOLD CORP CDA COM	067901108	18	645 SH	DEFINED	6
D BARR PHARMACEUTICALS INC C	068306109	33518	667307 SH	DEFINED	1
D BARR PHARMACEUTICALS INC C	068306109	92	1850 SH	DEFINED	3
D BARR PHARMACEUTICALS INC C	068306109	25	500 SH	DEFINED	4
D BARR PHARMACEUTICALS INC C	068306109	510	10158 SH	DEFINED	5
D BARR PHARMACEUTICALS INC C	068306109	35	700 SH	DEFINED	6
D BASSETT FURNITURE INDS INC	070203104	5054	370321 SH	DEFINED	1
D BASSETT FURNITURE INDS INC	070203104	68	5009 SH	DEFINED	5
D BASSETT FURNITURE INDS INC	070203104	84	6165 SH	DEFINED	5
D BAUSCH & LOMB INC COM	071707103	252	3636 SH	DEFINED	1
D BAUSCH & LOMB INC COM	071707103	291	4200 SH	DEFINED	4
D BAUSCH & LOMB INC COM	071707103	1129	16267 SH	DEFINED	5
D BAUSCH & LOMB INC COM	071707103	630	9073 SH	DEFINED	5
D BAUSCH & LOMB INC COM	071707103	8	126 SH	DEFINED	6
D BAXTER INTL INC COM	071813109	128072	2273213 SH	DEFINED	1
D BAXTER INTL INC COM	071813109	612	10866 SH	DEFINED	3
D BAXTER INTL INC COM	071813109	3683	65380 SH	DEFINED	4
D BAXTER INTL INC COM	071813109	18916	335750 SH	DEFINED	5
D BAXTER INTL INC COM	071813109	7882	139917 SH	DEFINED	5
D BAXTER INTL INC COM	071813109	20	361 SH	DEFINED	6
D BAYER AG SPONS ADR RPSTG 1 SHS	072730302	15	200 SH	DEFINED	5
D BAYER AG SPONS ADR RPSTG 1 SHS	072730302	201	2672 SH	DEFINED	5
D BE AEROSPACE INC COM	073302101	363	8800 SH	DEFINED	4
D BE AEROSPACE INC COM	073302101	4	100 SH	DEFINED	5
D BE AEROSPACE INC COM	073302101	61	1500 SH	DEFINED	6
D BEA SYS INC COM	073325102	750	54800 SH	DEFINED	4
D BEAR STEARNS COS INC COM	073902108	19961	142585 SH	DEFINED	1
D BEAR STEARNS COS INC COM	073902108	38	278 SH	DEFINED	3
D BEAR STEARNS COS INC COM	073902108	154	1100 SH	DEFINED	4
D BEAR STEARNS COS INC COM	073902108	943	6738 SH	DEFINED	5
D BEAR STEARNS COS INC COM	073902108	2813	20093 SH	DEFINED	5
D BEARINGPOINT INC COM	074002106	294	40300 SH	DEFINED	4
D BEARINGPOINT INC COM	074002106	182	25000 SH	DEFINED	5
D BEBE STORES INC COM	075571109	9596	599391 SH	DEFINED	1
D BECKMAN COULTER INC COM	075811109	284	4400 SH	DEFINED	3
D BECKMAN COULTER INC COM	075811109	2827	43723 SH	DEFINED	5
D BECKMAN COULTER INC COM	075811109	567	8769 SH	DEFINED	5
D BECKMAN COULTER INC COM	075811109	21	340 SH	DEFINED	6
D BECTON DICKINSON & CO COM	075887109	10202	136944 SH	DEFINED	1
D BECTON DICKINSON & CO COM	075887109	2044	27440 SH	DEFINED	3
D BECTON DICKINSON & CO COM	075887109	1667	22385 SH	DEFINED	4
D BECTON DICKINSON & CO COM	075887109	25041	336127 SH	DEFINED	5
D BECTON DICKINSON & CO COM	075887109	3744	50259 SH	DEFINED	5
D BED BATH & BEYOND INC COM	075896100	1731	48115 SH	DEFINED	1
D BED BATH & BEYOND INC COM	075896100	78	2187 SH	DEFINED	3
D BED BATH & BEYOND INC COM	075896100	4013	111523 SH	DEFINED	4
D BED BATH & BEYOND INC COM	075896100	1118	31086 SH	DEFINED	5
D BED BATH & BEYOND INC COM	075896100	563	15667 SH	DEFINED	5
D BELO CORP COM	080555105	61	3000 SH	DEFINED	3
D BELO CORP COM	080555105	630	30600 SH	DEFINED	4
D BELO CORP COM	080555105	16	805 SH	DEFINED	5
D BEMIS INC COM	081437105	3137	94547 SH	DEFINED	1

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D BEMIS INC COM	081437105	0	29 SH	DEFINED	3
D BEMIS INC COM	081437105	97	2940 SH	DEFINED	4
D BEMIS INC COM	081437105	66	2000 SH	DEFINED	5
D BEMIS INC COM	081437105	6	200 SH	DEFINED	5
D BENCHMARK ELECTRS INC COM	08160H101	76	3363 SH	DEFINED	3
D BENCHMARK ELECTRS INC COM	08160H101	1651	73000 SH	DEFINED	4
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	5802	53 SH	DEFINED	3
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	17297	158 SH	DEFINED	4
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	5254	48 SH	DEFINED	5
D BERKSHIRE HATHAWAY INC DEL A COM	084670108	18172	166 SH	DEFINED	5
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	33288	9234 SH	DEFINED	1
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	15952	4425 SH	DEFINED	3
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	1863	517 SH	DEFINED	4
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	28169	7814 SH	DEFINED	5
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	17048	4729 SH	DEFINED	5
D BERKSHIRE HATHAWAY INC DEL B COM	084670207	9214	2556 SH	DEFINED	6
D BERRY PETE CO CL A COM	085789105	542	14400 SH	DEFINED	4
D BEST BUY INC COM	086516101	19449	416745 SH	DEFINED	1
D BEST BUY INC COM	086516101	697	14946 SH	DEFINED	3
D BEST BUY INC COM	086516101	2070	44375 SH	DEFINED	4
D BEST BUY INC COM	086516101	18598	398506 SH	DEFINED	5
D BEST BUY INC COM	086516101	1689	36205 SH	DEFINED	5
D BEST BUY INC COM	086516101	6	138 SH	DEFINED	6
D BHP BILLITON LTD SPONS ADR	088606108	11	200 SH	DEFINED	1
D BHP BILLITON LTD SPONS ADR	088606108	189	3170 SH	DEFINED	5
D BHP BILLITON LTD SPONS ADR	088606108	122	2050 SH	DEFINED	5
D BHP BILLITON LTD SPONS ADR	088606108	149	2500 SH	DEFINED	6
D BIG LOTS INC COM	089302103	305	10398 SH	DEFINED	1
D BIO RAD LABORATORIES INC C COM	090572207	18136	240000 SH	DEFINED	3
D BIO RAD LABORATORIES INC C COM	090572207	105	1400 SH	DEFINED	4
D BIOMARIN PHARMACEUTICAL IN M	09061G101	6864	382632 SH	DEFINED	1
D BIOMARIN PHARMACEUTICAL IN M	09061G101	570	31780 SH	DEFINED	4
D BIOMET INC COM	090613100	860	18821 SH	DEFINED	1
D BIOMET INC COM	090613100	37	814 SH	DEFINED	3
D BIOMET INC COM	090613100	2705	59168 SH	DEFINED	5
D BIOMET INC COM	090613100	1336	29243 SH	DEFINED	5
D BIOMET INC COM	090613100	9	211 SH	DEFINED	6
D BIOGEN IDEC INC COM	09062X103	926	17327 SH	DEFINED	1
D BIOGEN IDEC INC COM	09062X103	751	14056 SH	DEFINED	3
D BIOGEN IDEC INC COM	09062X103	513	9603 SH	DEFINED	4
D BIOGEN IDEC INC COM	09062X103	67	1264 SH	DEFINED	5
D BIOGEN IDEC INC COM	09062X103	215	4035 SH	DEFINED	5
D BIOTECH HOLDRS TR DEP RCPT	09067D201	285	1700 SH	DEFINED	5
D BLACK & DECKER CORP COM	091797100	326	3701 SH	DEFINED	1
D BLACK & DECKER CORP COM	091797100	6	78 SH	DEFINED	3
D BLACK & DECKER CORP COM	091797100	194	2200 SH	DEFINED	4
D BLACK & DECKER CORP COM	091797100	1032	11694 SH	DEFINED	5
D BLACK & DECKER CORP COM	091797100	2952	33435 SH	DEFINED	5
D BLACK BOX CORP COM	091826107	10779	260501 SH	DEFINED	1
D BLACK BOX CORP COM	091826107	16	400 SH	DEFINED	5
D BLACKBOARD INC COM	091935502	4848	115122 SH	DEFINED	1
D BLACKBOARD INC COM	091935502	225	5350 SH	DEFINED	3

Other accrued expenses and liabilities

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110,068

Written options, at fair value^

39,175

Total liabilities

782,714

NET ASSETS

\$

132,354,611

NET ASSETS WERE COMPRISED OF:

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Paid-in capital

\$
184,523,725

Distributions in excess of net investment income

(499,291)

Accumulated net realized loss

(12,704,110)

Net unrealized depreciation

(38,965,713)

NET ASSETS

\$
132,354,611

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*

Cost of investments in securities

\$
169,019,552

**

Cost of foreign currencies

\$
866,685

^

Premiums received on written options

\$
581,503

Net assets

\$
132,354,611

Shares authorized

unlimited

Par value

\$
0.010

Shares outstanding

12,651,007

Net asset value

\$
10.46

See Accompanying Notes to Financial Statements

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STATEMENT OF OPERATIONS for the six months ended August 31, 2015 (Unaudited)

INVESTMENT INCOME:

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Dividends, net of foreign taxes withheld*	\$ 3,756,874
Total investment income	3,756,874
EXPENSES:	
Investment management fees(1)	884,535
Transfer agent fees	10,727
Administrative service fees(1)	27,332
Shareholder reporting expense	14,720
Professional fees	23,920
Custody and accounting expense	52,824
Trustee fees	2,366
Miscellaneous expense	17,498
Total expenses	1,033,922
Net investment income	2,722,952
REALIZED AND UNREALIZED GAIN (LOSS):	
Net realized gain (loss) on:	
Investments (net of Indian capital gains tax withheld [^])	4,833,599
Foreign currency related transactions	(60,756)
Written options	1,392,096
Net realized gain	6,164,939
Net change in unrealized appreciation (depreciation) on:	
Investments	(34,783,438)
Foreign currency related transactions	(3,806)
Written options	593,763
Net change in unrealized appreciation (depreciation)	(34,193,481)
Net realized and unrealized loss	(28,028,542)
Decrease in net assets resulting from operations	\$ (25,305,590)
*	
Foreign taxes withheld	\$ 266,962
[^]	
Foreign taxes on sale of Indian investments	\$ 22,733

(1) Effective May 1, 2015, the investment management fee and administration fee were combined under a single amended and restated investment management agreement. Please see Note 4 for further information.

See Accompanying Notes to Financial Statements

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STATEMENTS OF CHANGES IN NET ASSETS (Unaudited)

	Six Months Ended August 31, 2015	Year Ended February 28, 2015
FROM OPERATIONS:		
Net investment income	\$ 2,722,952	\$ 3,437,124
Net realized gain (loss)	6,164,939	(241,022)
Net change in unrealized appreciation (depreciation)	(34,193,481)	9,993,706
Increase (decrease) in net assets resulting from operations	(25,305,590)	13,189,808
FROM DISTRIBUTIONS TO SHAREHOLDERS:		
Net investment income	(7,429,642)	(4,386,120)
Return of capital	(667,003)	(11,807,169)
Total distributions	(8,096,645)	(16,193,289)
Net decrease in net assets	(33,402,235)	(3,003,481)
NET ASSETS:		
Beginning of year or period	165,756,846	168,760,327
End of year or period	\$ 132,354,611	\$ 165,756,846
Distributions in excess of net investment income at end of year or period	\$ (499,291)	\$ (321,523)

See Accompanying Notes to Financial Statements

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Financial Highlights (Unaudited)

Selected data for a share of beneficial interest outstanding throughout each year or period.

Per Share Operating Performance

Year or period ended	Net asset value, beginning of year or period	Income (loss) from investment operations			Less Distributions				Net asset value, end of year or period	Market value, end of year or period	Total investment return at net asset value	
		Net investment income (loss)	Net realized and unrealized gain (loss)	Total from investment operations	From net investment income	From net realized gains	From return of capital	Total distributions				
08-31-15	13.10	0.22	(2.22)	(2.00)	0.59	—	0.05	0.64	10.46	8.95	(1)	
02-28-15	13.34	0.27	0.77	1.04	0.35	—	0.93	1.28	13.10	11.89	8	
02-28-14	15.93	0.35	(1.59)	(1.24)	1.35	—	—	1.35	13.34	12.37	(7)	
02-28-13	16.51	0.29	0.63	0.92	0.55	—	0.95	1.50	15.93	15.89	6	
02-29-12	18.16	0.38	(0.35)	0.03	0.98	—	0.70	1.68	16.51	17.16	0	
02-28-11	17.02	0.33	2.54	2.87	1.73	—	—	1.73	18.16	18.82	1	
02-28-10	11.34	0.32	7.30	7.62	0.34	—	1.60	1.94	17.02	18.05	6	
02-28-09	22.99	0.64	(10.30)	(9.66)	0.64	—	1.35	1.99	11.34	10.18	(4)	
03-30-07(5)	-	23.83(6)	0.72	0.13	0.85	0.77	0.92	—	1.69	22.99	20.65	3
02-29-08												

(1)

Total investment return at net asset value has been calculated assuming a purchase at net asset value at the beginning of each period and a sale at net asset value at the end of each period and assumes reinvestment of dividends, capital gain distributions and return of capital distributions/ allocations, if any, in accordance with the provisions of the dividend reinvestment plan. Total investment return at net asset value is not annualized for periods less than one year.

(2)

Total investment return at market value measures the change in the market value of your investment assuming reinvestment of dividends, capital gain distributions and return of capital distributions/allocations, if any, in accordance with the provisions of the Fund's dividend reinvestment plan. Total investment return at market value is not annualized for periods less than one year.

(3)

Annualized for periods less than one year.

(4)

The Investment Adviser has entered into a written expense limitation agreement with the Fund under which it will limit the expenses of the Fund (excluding interest, taxes, investment-related costs, leverage expenses, extraordinary expenses and acquired fund fees and expenses) subject to possible recoupment by the Investment Adviser within three years of being incurred.

(5)

Commencement of operations.

(6)

Net asset value at beginning of period reflects the deduction of the sales load of \$1.125 per share and the offering costs of \$0.05 per share paid by the shareholder from the \$25.00 offering price.

•

Calculated using average number of shares outstanding throughout the period.

See Accompanying Notes to Financial Statements

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited)

NOTE 1 — ORGANIZATION

Voya Asia Pacific High Dividend Equity Income Fund (the “Fund”) is a diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”). The Fund is organized as a Delaware statutory trust.

Voya Investments, LLC (“Voya Investments” or the “Investment Adviser”), an Arizona limited liability company, serves as the Investment Adviser to the Fund. Voya Investments oversees all investment advisory and portfolio management services for the Fund and assists in managing and supervising all aspects of the general day-to-day business activities and operations of the Fund, including custodial, transfer agency, dividend disbursing, accounting, auditing, compliance and related services. The Investment Adviser has retained Voya Investment Management Co. LLC (“Voya IM”), a Delaware limited liability company, to provide certain consulting services for the Investment Adviser. The Investment Adviser has engaged NNIP Advisors B.V. (“NNIP Advisors” or the “Sub-Adviser”), a subsidiary of ING Groep N.V. (“ING Groep”), domiciled in The Hague, The Netherlands to serve as the Sub-Adviser to the Fund. Prior to April 7, 2015, NNIP Advisors was known as ING Investment Management Advisors B.V.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES

The following significant accounting policies are consistently followed by the Fund in the preparation of its financial statements. The Fund is considered an investment company under U.S. generally accepted accounting principles (“GAAP”) and follows the accounting and reporting guidance applicable to investment companies.

A. Security Valuation. The Fund is open for business every day the New York Stock Exchange (“NYSE”) opens for regular trading (each such day, a “Business Day”). The net asset value (“NAV”) per share of the Fund is determined each Business Day as of the close of the regular trading session (“Market Close”), as determined by the Consolidated Tape Association (“CTA”), the central distributor of transaction prices for exchange-traded securities (normally 4:00 p.m. Eastern time unless otherwise designated by the CTA). The NAV per share of the Fund is calculated by taking the value of the Fund’s assets, subtracting the Fund’s liabilities, and dividing by the number of shares that are outstanding. On days when the Fund is closed for business, Fund shares will not be priced and the Fund does not transact purchase and redemption orders. To the extent the Fund’s assets are traded in other markets on days when the Fund does not price its shares, the value of the Fund’s assets will likely change and you will not be able to purchase or redeem shares of the Fund.

Assets for which market quotations are readily available are valued at market value. A security listed or traded on an exchange is valued at its last sales price or official closing price as of the close of the regular trading session on the exchange where the security is principally traded or, if such price is not available, at the last sale price as of the Market Close for such security provided by the CTA. Bank loans are valued at the average of the averages between the bid and ask prices provided to an independent loan pricing service by brokers. Futures contracts are valued at the final settlement price set by an exchange on which they are principally traded. Listed options are valued at the mean between the last bid and ask prices from the exchange on which they are principally traded. Investments in open-end registered investment companies that do not trade on an exchange are valued at the end of day NAV per share. Investments in registered investment companies that trade on an exchange are valued at the last sales price or official closing price as of the close of the regular trading session on the exchange where the security is principally traded. When a market quotation is not readily available or is deemed unreliable, the Fund will determine a fair value for the relevant asset in accordance with procedures adopted by the Board of Trustees (“Board”). Such procedures provide, for example, that: (a) Exchange-traded securities are valued at the mean of the closing bid and ask; (b) Debt obligations are valued using an evaluated price provided by an independent pricing service. Evaluated prices provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect factors such as institution-size trading in similar groups of securities, developments related to specific securities, benchmark yield, quality, type of issue, coupon rate, maturity, individual trading characteristics and other market data; (c) Securities traded in the over-the-counter market are valued based on prices provided by independent pricing services or market makers; (d) Options not listed on an exchange are valued by an independent source using an industry accepted model, such as Black-Scholes; (e) Centrally cleared swap agreements are valued using a price provided by the central counterparty clearinghouse; (f) Over-the-counter swap agreements are valued using a price provided by an

independent pricing service; (g) Forward foreign currency contracts are valued utilizing current and forward rates obtained from an independent pricing service. Such prices from the third party pricing service are for specific settlement periods and the Fund's forward foreign currency contracts are valued at an interpolated rate between the closest preceding and subsequent period reported by the independent pricing service and (h) Securities for which market prices are not provided by any of the above methods may be valued based upon quotes furnished by brokers.

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

The prospectuses of the open-end registered investment companies in which the Fund may invest explain the circumstances under which they will use fair value pricing and the effects of using fair value pricing. Foreign securities' (including foreign exchange contracts) prices are converted into U.S. dollar amounts using the applicable exchange rates as of Market Close. If market quotations are available and believed to be reliable for foreign exchange-traded equity securities, the securities will be valued at the market quotations. Because trading hours for certain foreign securities end before Market Close, closing market quotations may become unreliable. An independent pricing service determines the degree of certainty, based on historical data, that the closing price in the principal market where a foreign security trades is not the current value as of Market Close. Foreign securities' prices meeting the approved degree of certainty that the price is not reflective of current value will be valued by the independent pricing service using pricing models designed to estimate likely changes in the values of those securities between the times in which the trading in those securities is substantially completed and Market Close. Multiple factors may be considered by the independent pricing service in determining the value of such securities and may include information relating to sector indices, American Depositary Receipts and domestic and foreign index futures.

All other assets for which market quotations are not readily available or became unreliable (or if the above fair valuation methods are unavailable or determined to be unreliable) are valued at fair value as determined in good faith by or under the supervision of the Board following procedures approved by the Board. The Board has delegated to the Investment Adviser responsibility for overseeing the implementation of the Fund's valuation procedures; a "Pricing Committee" comprised of employees of the Investment Adviser or its affiliates has responsibility for applying the fair valuation methods set forth in the procedures and, if a fair valuation cannot be determined pursuant to the fair valuation methods, determining the fair value of assets held by the Fund. Issuer specific events, transaction price, position size, nature and duration of restrictions on disposition of the security, market trends, bid/ask quotes of brokers and other market data may be reviewed in the course of making a good faith determination of a security's fair value. Valuations change in response to many factors including the historical and prospective earnings of the issuer, the value of the issuer's assets, general economic conditions, interest rates, investor perceptions and market liquidity. Because of the inherent uncertainties of fair valuation, the values used to determine the Fund's NAV may materially differ from the value received upon actual sale of those investments. Thus, fair valuation may have an unintended dilutive or accretive effect on the value of shareholders' investments in the Fund.

Each investment asset or liability of the Fund is assigned a level at measurement date based on the significance and source of the inputs to its valuation. Quoted prices in active markets for identical securities are classified as "Level 1," inputs other than quoted prices for an asset or liability that are observable are classified as "Level 2" and unobservable inputs, including the Sub-Adviser's or Pricing Committee's judgment about the assumptions that a market participant would use in pricing an asset or liability are classified as "Level 3." The inputs used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. Short-term securities of sufficient credit quality are generally considered to be Level 2 securities under applicable accounting rules. A table summarizing the Fund's investments under these levels of classification is included following the Summary Portfolio of Investments.

U.S. GAAP requires a reconciliation of the beginning to ending balances for reported fair values that presents changes attributable to total realized and unrealized gains or losses, purchases and sales, and transfers in or out of the Level 3 category during the period. The beginning of period timing recognition is used for the transfers between Levels of the Fund's assets and liabilities. A reconciliation of Level 3 investments is presented only when the Fund has a significant amount of Level 3 investments.

For the period ended August 31, 2015, there have been no significant changes to the fair valuation methodologies.

B. Security Transactions and Revenue Recognition. Security transactions are recorded on the trade date. Realized gains or losses on sales of investments are calculated on the identified cost basis. Interest income is recorded on the accrual basis. Premium amortization and discount accretion are determined using the effective yield method. Dividend income is recorded on the ex-dividend date, or in the case of some foreign dividends, when the information becomes

available to the Fund.

C. Foreign Currency Translation. The books and records of the Fund are maintained in U.S. dollars. Any foreign currency amounts are translated into U.S. dollars on the following basis:

(1)

Market value of investment securities, other assets and liabilities — at the exchange rates prevailing at the end of the day.

(2)

Purchases and sales of investment securities, income and expenses — at the rates of exchange prevailing on the respective dates of such transactions.

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

Although the net assets and the market values are presented at the foreign exchange rates at the end of the day, the Fund does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gains or losses from investments. For securities, which are subject to foreign withholding tax upon disposition, liabilities are recorded on the Statement of Assets and Liabilities for the estimated tax withholding based on the securities current market value. Upon disposition, realized gains or losses on such securities are recorded net of foreign withholding tax. Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments in securities, resulting from changes in the exchange rate. Foreign security and currency transactions may involve certain considerations and risks not typically associated with investing in U.S. companies and U.S. government securities. These risks include, but are not limited to, revaluation of currencies and future adverse political and economic developments which could cause securities and their markets to be less liquid and prices more volatile than those of comparable U.S. companies and U.S. government securities. The foregoing risks are even greater with respect to securities of issuers in emerging markets.

D. Distributions to Shareholders. The Fund intends to make quarterly distributions from its cash available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, net option premiums and net realized and unrealized gains on investments. Such quarterly distributions may also consist of a return of capital. At least annually, the Fund intends to distribute all or substantially all of its net realized capital gains. Distributions are recorded on the ex-dividend date. Distributions are determined annually in accordance with federal tax principles, which may differ from U.S. GAAP for investment companies.

The tax treatment and characterization of the Fund's distributions may vary significantly from time to time depending on whether the Fund has gains or losses on the call options written on its portfolio versus gains or losses on the equity securities in the portfolio. Each quarter, the

Fund will provide disclosures with distribution payments made that estimate the percentages of that distribution that represent net investment income, other income or capital gains, and return of capital, if any. The final composition of the tax characteristics of the distributions cannot be determined with certainty until after the end of the Fund's tax year, and will be reported to shareholders at that time. A significant portion of the Fund's distributions may constitute a return of capital. The amount of quarterly distributions will vary, depending on a number of factors. As portfolio and market conditions change, the rate of dividends on the common shares will change. There can be no assurance that the Fund will be able to declare a dividend in each period.

E. Federal Income Taxes. It is the policy of the Fund to comply with the requirements of subchapter M of the Internal Revenue Code that are applicable to regulated investment companies and to distribute substantially all of its net investment income and any net realized capital gains to its shareholders. Therefore, a federal income tax or excise tax provision is not required. Management has considered the sustainability of the Fund's tax positions taken on federal income tax returns for all open tax years in making this determination.

The Fund may utilize equalization accounting for tax purposes, whereby a portion of redemption payments are treated as distributions of income or gain.

F. Use of Estimates. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

G. Risk Exposures and the Use of Derivative Instruments. The Fund's investment objectives permit the Fund to enter into various types of derivatives contracts, including, but not limited to, forward foreign currency exchange contracts

and purchased and written options. In doing so, the Fund will employ strategies in differing combinations to permit it to increase or decrease the level of risk, or change the level or types of exposure to market risk factors. This may allow the Fund to pursue its objectives more quickly and efficiently than if it were to make direct purchases or sales of securities capable of affecting a similar response to market factors.

Market Risk Factors. In pursuit of its investment objectives, the Fund may seek to use derivatives to increase or decrease its exposure to the following market risk factors:

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

Credit Risk. Credit risk relates to the ability of the issuer to meet interest and principal payments, or both, as they come due. In general, lower-grade, higher-yield bonds are subject to credit risk to a greater extent than lower-yield, higher-quality bonds.

Equity Risk. Equity risk relates to the change in value of equity securities as they relate to increases or decreases in the general market.

Foreign Exchange Rate Risk. Foreign exchange rate risk relates to the change in the U.S. dollar value of a security held that is denominated in a foreign currency. The U.S. dollar value of a foreign currency denominated security will decrease as the U.S. dollar appreciates against the currency, while the U.S. dollar value will increase as the U.S. dollar depreciates against the currency.

Interest Rate Risk. Interest rate risk refers to the fluctuations in value of fixed-income securities resulting from the inverse relationship between price and yield. For example, an increase in general interest rates will tend to reduce the market value of already issued fixed-income investments, and a decline in general interest rates will tend to increase their value. In addition, debt securities with longer durations, which tend to have higher yields, are subject to potentially greater fluctuations in value from changes in interest rates than obligations with shorter durations. The Fund may lose money if short-term or long-term interest rates rise sharply or otherwise change in a manner not anticipated by the Sub-Adviser. As of the date of this report, interest rates in the United States are at, or near, historic lows, which may increase the Fund's exposure to risks associated with rising interest rates. Rising interest rates could have unpredictable effects on the markets and may expose fixed-income and related markets to heightened volatility. For fixed-income securities, an increase in interest rates may lead to increased redemptions and increased portfolio turnover, which could reduce liquidity for certain Fund investments, adversely affect values, and increase the Fund's costs. If dealer capacity in fixed-income markets is insufficient for market conditions, it may further inhibit liquidity and increase volatility in the fixed-income markets.

Risks of Investing in Derivatives. The Fund's use of derivatives can result in losses due to unanticipated changes in the market risk factors and the overall market. In instances where the Fund is using derivatives to decrease, or hedge, exposures to market risk factors for securities held by the Fund, there are also risks that those derivatives may not perform as expected resulting in losses for the combined or hedged positions.

The use of these strategies involves certain special risks, including a possible imperfect correlation, or even no correlation, between price movements of derivative instruments and price movements of related investments. While some strategies involving derivative instruments can reduce the risk of loss, they can also reduce the opportunity for gain or even result in losses by offsetting favorable price movements in related investments or otherwise, due to the possible inability of the Fund to purchase or sell a portfolio security at a time that otherwise would be favorable or the possible need to sell a portfolio security at a disadvantageous time because the Fund is required to maintain asset coverage or offsetting positions in connection with transactions in derivative instruments. Additional associated risks from investing in derivatives also exist and potentially could have significant effects on the valuation of the derivative and the Fund. Associated risks are not the risks that the Fund is attempting to increase or decrease exposure to, per its investment objectives, but are the additional risks from investing in derivatives. Examples of these associated risks are liquidity risk, which is the risk that the Fund will not be able to sell the derivative in the open market in a timely manner, and counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund. Associated risks can be different for each type of derivative and are discussed by each derivative type in the following notes.

Counterparty Credit Risk and Credit Related Contingent Features. Certain derivative positions are subject to counterparty credit risk, which is the risk that the counterparty will not fulfill its obligation to the Fund. The Fund's derivative counterparties are financial institutions who are subject to market conditions that may weaken their financial position. The Fund intends to enter into financial transactions with counterparties that it believes to be creditworthy at the time of the transaction. To reduce this risk, the Fund generally enters into master netting arrangements, established within the Fund's International Swap and Derivatives Association, Inc. ("ISDA") Master

Agreements (“Master Agreements”). These agreements are with select counterparties and they govern transactions, including certain over-the-counter (“OTC”) derivative and forward foreign currency contracts, entered into by the Fund and the counterparty. The Master Agreements maintain provisions for general obligations, representations, agreements, collateral, and events of default or termination. The occurrence of a specified event of termination may give a counterparty the right to terminate all of its contracts and affect settlement of all outstanding transactions under the applicable Master Agreement.

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES (continued)

The Fund may also enter into collateral agreements with certain counterparties to further mitigate credit risk associated with OTC derivative and forward foreign currency contracts. Subject to established minimum levels, collateral is generally determined based on the net aggregate unrealized gain or loss on contracts with a certain counterparty. Collateral pledged to the Fund is held in a segregated account by a third-party agent and can be in the form of cash or debt securities issued by the U.S. government or related agencies.

The Fund's maximum risk of loss from counterparty credit risk on OTC derivatives is generally the aggregate unrealized gain in excess of any collateral pledged by the counterparty to the Fund. For purchased OTC options, the Fund bears the risk of loss in the amount of the premiums paid and the change in market value of the options should the counterparty not perform under the contracts. The Fund did not enter into any purchased OTC options during the period ended August 31, 2015.

The Fund's master agreements with derivative counterparties have credit related contingent features that if triggered would allow its derivatives counterparties to close out and demand payment or additional collateral to cover their exposure from the Fund. Credit related contingent features are established between the Fund and its derivatives counterparties to reduce the risk that the Fund will not fulfill its payment obligations to its counterparties. These triggering features include, but are not limited to, a percentage decrease in the Fund's net assets and or a percentage decrease in the Fund's NAV, which could cause the Fund to accelerate payment of any net liability owed to the counterparty. The contingent features are established within the Fund's Master Agreements.

Written options by the Fund do not give rise to counterparty credit risk, as written options obligate the Fund to perform and not the counterparty. As of August 31, 2015, the total value of written OTC call options subject to Master Agreements in a liability position was \$39,175. If a contingent feature had been triggered, the Fund could have been required to pay this amount in cash to its counterparties. The Fund did not hold or post collateral for its open written OTC call options at period end. There were no credit events during the period ended August 31, 2015 that triggered any credit related contingent features.

H. Options Contracts. The Fund may purchase put and call options and may write (sell) put options and covered call options. The premium received by the Fund upon the writing of a put or call option is included in the Statement of Assets and Liabilities as a liability which is subsequently marked-to-market until it is exercised or closed, or it expires. The Fund will realize a gain or loss upon the expiration or closing of the option contract. When an option is exercised, the proceeds on sales of the underlying security for a written call option or purchased put option or the purchase cost of the security for a written put option or a purchased call option is adjusted by the amount of premium received or paid. The risk in writing a call option is that the Fund gives up the opportunity for profit if the market price of the security increases and the option is exercised. The risk in buying an option is that the Fund pays a premium whether or not the option is exercised. Risks may also arise from an illiquid secondary market or from the inability of counterparties to meet the terms of the contract.

The Fund seeks to generate gains from the call options writing strategy over a market cycle to supplement the dividend yield of its underlying portfolio of high dividend yield equity securities. Please refer to Note 8 for the volume of written OTC call option activity during the period ended August 31, 2015.

I. Indemnifications. In the normal course of business, the Fund may enter into contracts that provide certain indemnifications. The Fund's maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated; however, based on experience, management considers the risk of loss from such claims remote.

NOTE 3 — INVESTMENT TRANSACTIONS

The cost of purchases and proceeds from sales of investments for the period ended August 31, 2015, excluding short-term securities, were \$33,730,031 and \$36,769,689, respectively.

NOTE 4 — INVESTMENT MANAGEMENT FEES

Prior to May 1, 2015, the Fund had entered into an investment management agreement ("Management Agreement") with the Investment Adviser. The Management Agreement compensated the Investment Adviser with a management

fee, payable monthly, based on an annual rate of 1.05% of the Fund's average daily managed assets. For purposes of the Management Agreement, managed assets are defined as the Fund's average daily gross asset value, minus the sum of the Fund's accrued and unpaid dividends on any outstanding preferred shares and accrued liabilities (other than liabilities for the principal amount of any borrowings incurred, commercial paper or notes issued by the Fund and the liquidation preference of any outstanding preferred shares). As of August 31, 2015, there were no preferred shares outstanding. Amounts paid to the Investment

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 4 — INVESTMENT MANAGEMENT FEES (continued)

Adviser through April 30, 2015 are reflected as investment management fees on the accompanying Statement of Operations.

Also, prior to May 1, 2015, the Fund had entered into an administrative agreement (“Administrative Agreement”) with Voya Funds Services, LLC (the “Administrator”), a Delaware limited liability company. The Administrator provided certain administrative and shareholder services necessary for Fund operations and was responsible for the supervision of other service providers. For its services, the Administrator was entitled to receive from the Fund a fee at an annual rate of 0.10% of the Fund’s average daily managed assets. Amounts paid to the Administrator through April 30, 2015 are reflected as administrative service fees on the accompanying Statement of Operations.

Effective May 1, 2015, the terms of the Fund’s Management Agreement and Administrative Agreement were combined under a single Amended and Restated Investment Management Agreement with a single management fee. The single management fee rate under the Fund’s Amended and Restated Investment Management Agreement does not exceed the former combined investment management and administrative services fee rates for the Fund and there is no change to the investment management or administrative services provided.

The Amended and Restated Investment Management Agreement compensates the Investment Adviser with a management fee, payable monthly, based on an annual rate of 1.15% of the Fund’s average daily managed assets. Single management fee amounts paid to the Investment Adviser from May 1, 2015 through August 31, 2015 are reflected as investment management fees on the accompanying Statement of Operations.

The Investment Adviser has entered into a consulting agreement with Voya IM (the “Consultant”). For its services, the Consultant will receive a consultancy fee from the Investment Adviser. No fee will be paid by the Fund directly to the Consultant. These services include, among other things, furnishing statistical and other factual information; providing advice with respect to potential investment strategies that may be employed for the Fund, including, but not limited to, potential options strategies; developing economic models of the anticipated investment performance and yield for the Fund; and providing advice to the Investment Adviser and/or Sub-Adviser with respect to the Fund’s level and/or managed distribution policy.

The Investment Adviser has entered into sub-advisory agreement with NNIP Advisors. Subject to policies as the Board or the Investment Adviser may determine, NNIP Advisors manages the Fund’s assets in accordance with the Fund’s investment objectives, policies and limitations.

NOTE 5 — EXPENSE LIMITATION AGREEMENT

The Investment Adviser has entered into a written expense limitation agreement (“Expense Limitation Agreement”) with the Fund under which it will limit the expenses of the Fund, excluding interest, taxes, investment-related costs, leverage expenses, extraordinary expenses, and acquired fund fees and expenses to 1.50% of average daily managed assets.

The Investment Adviser may at a later date recoup from the Fund for fees waived and other expenses assumed by the Investment Adviser during the previous 36 months, but only if, after such recoupment, the Fund’s expense ratio does not exceed the percentage described above. Waived and reimbursed fees net of any recoupment by the Investment Adviser of such waived and reimbursed fees are reflected on the accompanying Statement of Operations. Amounts payable by the Investment Adviser are reflected on the accompanying Statement of Assets and Liabilities.

As of August 31, 2015, there are no amounts of waived or reimbursed fees that are subject to possible recoupment by the Investment Adviser.

The Expense Limitation Agreement is contractual through March 1, 2016 and shall renew automatically for one-year terms. Termination or modification of this obligation requires approval by the Board.

NOTE 6 — OTHER TRANSACTIONS WITH AFFILIATES AND RELATED PARTIES

The Fund has adopted a Deferred Compensation Plan (the “Plan”), which allows eligible non-affiliated trustees, as described in the Plan, to defer the receipt of all or a portion of the trustees’ fees that they are entitled to receive from the Fund. For purposes of determining the amount owed to the trustee under the Plan, the amounts deferred are invested in shares of the funds selected by the trustee (the “Notional Funds”). The Fund purchases shares of the Notional

Funds, which are all advised by Voya Investments, in amounts equal to the trustees' deferred fees, resulting in a Fund asset equal to the deferred compensation liability. Such assets are included as a component of "Other assets" on the accompanying Statement of Assets and Liabilities. Deferral of trustees' fees under the Plan will not affect net assets of the Fund, and will not materially affect the Fund's assets, liabilities or net investment income per share. Amounts will be deferred until distributed in accordance with the Plan.

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 7 — OTHER ACCRUED EXPENSES AND LIABILITIES

At August 31, 2015, the Fund had the following payables included in Other Accrued Expenses and Liabilities on the Statement of Assets and Liabilities that exceeded 5% of total liabilities:

Accrued Expense	Amount
Custody	\$ 41,020

NOTE 8 — TRANSACTIONS IN WRITTEN OPTIONS

Transactions in written OTC call options on equity indices were as follows:

	Number of Contracts	Premiums Received
Balance at 02/28/2015	37,030,800	\$ 564,236
Options Written	221,080,700	3,839,577
Options Expired	(73,186,900)	(1,567,336)
Options Terminated in Closing Purchase Transactions	(147,694,100)	(2,254,974)
Balance at 08/31/2015	37,230,500	\$ 581,503

NOTE 9 — CONCENTRATION OF INVESTMENT RISKS

All Voya family of funds involve risk — some more than others — and there is always the chance that you could lose money or not earn as much as you hope. The Fund's risk profile is largely a factor of the principal securities in which it invests and investment techniques that it uses. The following are the principal risks associated with investing in the Fund. This is not, and is not intended to be, a description of all risks of investing in the Fund.

Asia Pacific Regional and Country Risks. Investments in the Asia Pacific region are subject to special risks. The Asia Pacific region includes countries in all stages of economic development. Some Asia Pacific economies may be characterized by over-extension of credit, currency devaluations and restrictions, underdeveloped financial services sectors, heavy reliance on international trade, and economic recessions. In addition, the economies of many Asia Pacific countries are dependent on the economies of the United States, Europe and other Asian countries, and a deceleration in any of these economies could negatively impact the economies of Asia Pacific countries. Currency fluctuations, devaluations and trading restrictions in any one country can have a significant effect on the entire Asia Pacific region. Increased political and social instability in any Asia Pacific country could cause further economic and market uncertainty in the region, or result in significant downturns and volatility in the economies of Asia Pacific countries. The development of Asia Pacific economies, and particularly those of China, Japan and South Korea, may also be affected by political, military, economic and other factors related to North Korea.

Foreign Securities and Emerging Markets. The Fund makes significant investments in foreign securities and securities issued by companies located in countries with emerging markets. Investing in foreign (non-U.S.) securities may result in the Fund experiencing more rapid and extreme changes in value than a fund that invests exclusively in securities of U.S. companies due to: smaller markets; differing reporting, accounting, and auditing standards; nationalization, expropriation, or confiscatory taxation; foreign currency fluctuations, currency blockage, or replacement; potential for default on sovereign debt; or political changes or diplomatic developments, which may include the imposition of economic sanctions or other measures by the United States or other governments and supranational organizations. Markets and economies throughout the world are becoming increasingly interconnected, and conditions or events in one market, country or region may adversely impact investments or issuers in another market, country or region.

Leverage. Although the Fund has no current intention to do so, the Fund is authorized to utilize leverage through the issuance of preferred shares and/or borrowings, including the issuance of debt securities. In the event that the Fund determines in the future to utilize investment leverage, there can be no assurance that such a leveraging strategy will be successful during any period in which it is employed.

Market Discount. Shares of closed-end investment companies frequently trade at a discount from their NAV. The possibility that Shares of the Fund will trade at a discount from their NAV is a risk separate and distinct from the risk that the Fund's NAV may decrease.

NOTE 10 — CAPITAL SHARES

There was no capital shares activity during the period ended August 31, 2015 and during the year ended February 28, 2015.

NOTE 11 — FEDERAL INCOME TAXES

The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from U.S. GAAP for investment companies. These book/tax differences may be either temporary or permanent. Permanent differences are reclassified within the capital accounts based on their federal tax-basis treatment; temporary differences are not reclassified. Key differences include the treatment of short-term capital gains, foreign currency transactions, income from passive foreign investment companies (PFICs), and wash sale

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 11 — FEDERAL INCOME TAXES (continued)

deferrals. Distributions in excess of net investment income and/or net realized capital gains for tax purposes are reported as return of capital.

Dividends paid by the Fund from net investment income and distributions of net realized short-term capital gains are, for federal income tax purposes, taxable as ordinary income to shareholders.

The tax composition of dividends and distributions in the current period will not be determined until after the Fund's tax year-end of December 31, 2015. The tax composition of dividends and distributions as of the Fund's most recent tax year-end was as follows:

Tax Year Ended	
December 31, 2014	
Ordinary Income	Return of Capital
\$4,386,120	\$ 11,807,169

The tax-basis components of distributable earnings and the capital loss carryforwards which may be used to offset future realized capital gains for federal income tax purposes as of December 31, 2014 are detailed below. The Regulated Investment Company Modernization Act of 2010 (the "Act") provides an unlimited carryforward period for newly generated capital losses. Under the Act, there may be a greater likelihood that all or a portion of the Fund's pre-enactment capital loss carryforwards may expire without being utilized due to the fact that post-enactment capital losses are required to be utilized before pre-enactment capital loss carryforwards.

Late Year Ordinary Losses Deferred	Post-October Capital Losses Deferred	Unrealized Appreciation/ (Depreciation)	Short-term Capital Loss Carryforwards	Expiration
\$ (55,459)	\$ (679,171)	\$ (9,779,828)	\$ (16,547,878)	2017
			(2,311,134)	None
			\$ (18,859,012)	

The Fund's major tax jurisdictions are U.S. federal and Arizona. The earliest tax year that remains subject to examination by these jurisdictions is 2010.

As of August 31, 2015, no provision for income tax is required in the Fund's financial statements as a result of tax positions taken on federal and state income tax returns for open tax years. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state department of revenue.

NOTE 12 — RESTRUCTURING PLAN

Investment Adviser:

Prior to May 2013, Voya Financial, Inc. was a wholly-owned subsidiary of 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., 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 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 Investment 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 Investment 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

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NOTES TO FINANCIAL STATEMENTS as of August 31, 2015 (Unaudited) (continued)

NOTE 12 — RESTRUCTURING PLAN (continued)

opportunity to vote on a new agreement with the Investment Adviser or 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 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 Investment Adviser represented that the new investment advisory and affiliated sub-advisory agreements approved by the Board were not materially different from the 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 the new agreements with the Investment 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 and a concurrent share repurchase by Voya Financial, Inc. Voya Financial, Inc. did not receive any proceeds from these transactions.

Sub-Adviser:

NNIP Advisors is an indirect, wholly-owned subsidiary of NN Group N.V. (“NN Group”) and a subsidiary of ING Groep. In connection with the Restructuring Plan discussed above, ING Groep is required to divest more than 50% of its shares in NN Group before December 31, 2015 and the remaining interest before December 31, 2016. In July 2014, ING Groep settled the initial public offering of NN Group. As of September 2015, ING Groep holds an interest of 37.1% in NN Group. ING Group has stated that it intends to divest its remaining stake in NN Group in an orderly manner and ultimately by the end of 2016.

It is anticipated that one or more of the transactions to divest NN Group constitute a transfer of a controlling interest in NN Group, resulting in an “assignment” (as defined in the 1940 Act) of the existing sub-advisory agreements under which NNIP Advisors provides services to the Fund for which NNIP Advisors serves as Sub-Adviser. Pursuant to the 1940 Act, these sub-advisory agreements would automatically terminate upon their assignment. In order to ensure that the existing sub-advisory services can continue uninterrupted, the Board approved new sub-advisory agreements for the Fund in anticipation of the divestment. Shareholders of the Fund for which NNIP Advisors serves as a Sub-Adviser approved these new investment sub-advisory agreements. This approval also included approval of any future sub-advisory agreements prompted by the divestment that are approved by the Board and whose terms are not materially different from the current agreements. This means that shareholders of the Fund may not have another opportunity to vote on a new agreement with NNIP Advisors even if NNIP Advisors undergoes a change of control pursuant to ING Groep’s divestment of NN Group, as long as no single person or group of persons acting together gains “control” (as defined in the 1940 Act) of NN Group.

NOTE 13 — SUBSEQUENT EVENTS

Dividends: Subsequent to August 31, 2015, the Fund made a distribution of:

Per Share Amount	Declaration Date	Payable Date	Record Date
\$0.255	9/15/2015	10/15/2015	10/5/2015

Each quarter, the Fund will provide disclosures with distribution payments made that estimate the percentages of that distribution that represent net investment income, capital gains, and return of capital, if any. A significant portion of the quarterly distribution payments made by the Fund may constitute a return of capital.

Settlement: In March 2015, The Bank of New York Mellon (“BNYM”), the Fund’s custodian, announced it had agreed to settle various lawsuits (the “Settlement”) involving its standing instruction foreign exchange services. The Fund was a named member of the Settlement Class. On September 24, 2015, the United States District Court, Southern District of New York approved (the “Approval”) the Plan of Allocation related to the Settlement. After the announcement of the Approval, the Fund recorded a receivable in the amount of \$604,529 representing the Fund’s estimated share of the net recovery associated with the Settlement.

The Fund has evaluated events occurring after the Statement of Assets and Liabilities date (“subsequent events”) to determine whether any subsequent events necessitated adjustment to or disclosure in the financial statements. Other than the above, no such subsequent events were identified.

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Voya Asia Pacific High Dividend SUMMARY PORTFOLIO OF INVESTMENTS

Equity Income Fund as of August 31, 2015 (Unaudited)

Shares		Value	Percentage of Net Assets
COMMON STOCK: 95.7%			
Australia: 21.9%			
69,388	Australia & New Zealand Banking Group Ltd.	\$ 1,380,048	1.1
150,529	BHP Billiton Ltd.	2,757,335	2.1
242,511	Coca-Cola Amatil Ltd.	1,448,965	1.1
953,588	Federation Centres Ltd	1,916,947	1.4
436,178	Goodman Group	1,885,117	1.4
683,541	Incitec Pivot Ltd.	1,704,084	1.3
445,532	Insurance Australia Group Ltd.	1,606,151	1.2
76,032	National Australia Bank Ltd.	1,685,890	1.3
1,098,531	Nine Entertainment Co. Holdings Ltd.	1,294,931	1.0
41,184	Rio Tinto Ltd.	1,477,002	1.1
1,208,873	Spark Infrastructure Group	1,708,265	1.3
543,187	Stockland	1,509,213	1.1
188,745	Suncorp Group Ltd	1,722,379	1.3
279,034	Transurban Group	1,921,027	1.5
72,428	Westpac Banking Corp.	1,608,286	1.2
3,016,477	Other Securities	3,360,315	2.5
		28,985,955	21.9
China: 23.7%			
250,000	Beijing Enterprises Holdings Ltd.	1,458,480	1.1
450,000	BOC Hong Kong Holdings Ltd.	1,520,632	1.2
4,498,000	China BlueChemical Ltd.	1,276,864	1.0
4,406,960	China Construction Bank	3,092,328	2.3
142,000	China Mobile Ltd.	1,707,990	1.3
664,000	China Overseas Land & Investment Ltd.	1,944,868	1.5
2,163,800	China Petroleum & Chemical Corp.	1,450,923	1.1
2,992,000	China Resources Cement Holdings Ltd.	1,468,044	1.1

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Shares		Value	Percentage of Net Assets
588,000	China Resources Land Ltd.	1,472,862	1.1
746,000	China Resources Power Holdings Co.	1,825,132	1.4
1,422,000	COSCO Pacific Ltd.	1,655,142	1.3
1,424,362	Huaneng Power International, Inc.	1,625,304	1.2
5,017,379	Industrial & Commercial Bank of China	2,937,606	2.2
1,758,000	PetroChina Co., Ltd.	1,464,467	1.1
545,000	Shanghai Industrial Holdings Ltd.	1,327,798	1.0
COMMON STOCK: (continued)			
China (continued)			
809,000	Shanghai Pharmaceuticals Holding Co. Ltd.	\$ 1,689,192	1.3
5,194,000	Other Securities	3,373,520	2.5
		31,291,152	23.7
Hong Kong: 9.2%			
636,534	AIA Group Ltd.	3,516,912	2.7
701,000	Hang Lung Properties Ltd.	1,586,974	1.2
2,854,500 #	HK Electric Investments and HK Electric Investments Ltd.	1,981,691	1.5
4,076,000	Hutchison Telecommunications Hong Kong Holdings Ltd.	1,643,529	1.2
393,500	MTR Corp.	1,755,297	1.3
13,889,100	Other Securities	1,688,475	1.3
		12,172,878	9.2
India: 7.0%			
335,192	GAIL India Ltd.	1,492,866	1.1
458,985	ICICI Bank Ltd.	1,929,896	1.5
912,736	NTPC Ltd.	1,668,114	1.3
627,310	Punjab National Bank	1,366,918	1.0
114,011	Reliance Industries Ltd.	1,467,327	1.1
375,400	Tata Steel Ltd.	1,271,307	1.0
		9,196,428	7.0
Indonesia: 1.7%			
3,837,000	Indofood Sukses Makmur Tbk PT	1,446,522	1.1
1,204,800	Other Securities	804,634	0.6

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		2,251,156	1.7
	Macau: 1.2%		
465,252	Sands China Ltd.	1,617,131	1.2
	Malaysia: 3.2%		
995,400	IJM Corp. Bhd	1,493,931	1.1
757,500	Malayan Banking BHD	1,580,440	1.2
1,624,013	Other Securities	1,142,072	0.9
		4,216,443	3.2
	Singapore: 0.9%		
1,139,500	Other Securities	1,232,359	0.9
	South Korea: 14.2%		
183,652	DGB Financial Group, Inc.	1,613,846	1.2
83,680	Hite Jinro Co. Ltd.	1,562,874	1.2
74,059	Hyundai Marine & Fire Insurance Co., Ltd.	1,751,840	1.3
50,371	Kangwon Land, Inc.	1,810,660	1.4
58,709	KB Financial Group, Inc.	1,771,021	1.3

See Accompanying Notes to Financial Statements

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Voya Asia Pacific High Dividend SUMMARY PORTFOLIO OF INVESTMENTS

Equity Income Fund as of August 31, 2015 (Unaudited) (continued)

Shares		Value	Percentage of Net Assets
COMMON STOCK: (continued)			
South Korea (continued)			
73,831	KT Corp.	\$ 1,808,338	1.4
7,887	POSCO	1,269,972	1.0
3,494	Samsung Electronics Co., Ltd.	3,215,083	2.4
51,012	Shinhan Financial Group Co., Ltd.	1,710,618	1.3
19,033	SK Innovation Co. Ltd.	1,619,771	1.2
35,185	Other Securities	693,324	0.5
		18,827,347	14.2
Taiwan: 10.5%			
1,070,000	Cathay Financial Holding Co., Ltd.	1,545,649	1.2
3,089,319	CTBC Financial Holding Co. Ltd.	1,863,606	1.4
930,000	Powertech Technology, Inc.	1,603,329	1.2
777,000	Quanta Computer, Inc.	1,430,103	1.1
1,045,167	Taiwan Semiconductor Manufacturing Co., Ltd.	4,066,545	3.1
1,263,827	Other Securities	3,362,858	2.5
		13,872,090	10.5
Thailand: 1.0%			
175,900	PTT PCL-Foreign	1,325,443	1.0
United Kingdom: 1.2%			
206,400	HSBC Holdings PLC	1,638,034	1.2
	Total Common Stock (Cost \$166,305,232)	126,626,416	95.7
PREFERRED STOCK: 2.2%			
South Korea: 2.2%			
2,267	Samsung Electronics Co., Ltd.	1,666,177	1.3
14,644	Other Securities	1,225,572	0.9
	Total Preferred Stock (Cost \$2,714,320)	2,891,749	2.2
	Total Investments in	\$ 129,518,165	97.9

Securities (Cost \$169,019,552)		
Assets in Excess of Other Liabilities	2,836,446	2.1
Net Assets	\$ 132,354,611	100.0

“Other Securities” represents issues not identified as the top 50 holdings in terms of market value and issues or issuers not exceeding 1% of net assets individually or in aggregate respectively as of August 31, 2015.

The following footnotes apply to either the individual securities noted or one or more of the securities aggregated and listed as a single line item.

#

Securities with purchases pursuant to Rule 144A or section 4(a)(2), under the Securities Act of 1933 and may not be resold subject to that rule except to qualified institutional buyers.

Cost for federal income tax purposes is \$169,090,093.

Net unrealized depreciation consists of:

Gross Unrealized Appreciation	\$ 4,172,596
Gross Unrealized Depreciation	(43,744,524)
Net Unrealized Depreciation	\$ (39,571,928)

Sector Diversification	Percentage of Net Assets
Financials	36.2%
Information Technology	12.1
Materials	8.7
Industrials	8.0
Utilities	7.8
Consumer Discretionary	7.1
Energy	6.8
Consumer Staples	5.3
Telecommunication Services	3.9
Health Care	2.0
Assets in Excess of Other Liabilities	2.1
Net Assets	100.0%

Fair Value Measurements[^]

The following is a summary of the fair valuations according to the inputs used as of August 31, 2015 in valuing the assets and liabilities:(1)

See Accompanying Notes to Financial Statements

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Voya Asia Pacific High Dividend SUMMARY PORTFOLIO OF INVESTMENTS

Equity Income Fund as of August 31, 2015 (Unaudited) (continued)

	Quoted Prices in Active Markets for Identical Investments (Level 1)	Significant Other Observable Inputs# (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value at August 31, 2015
Asset Table				
Investments, at fair value				
Common Stock				
Australia	\$ —	\$ 28,985,955	\$ —	\$ 28,985,955
China	—	29,636,010	1,655,142	31,291,152
Hong Kong	1,198,161	10,974,717	—	12,172,878
India	1,366,918	7,829,510	—	9,196,428
Indonesia	—	2,251,156	—	2,251,156
Macau	—	1,617,131	—	1,617,131
Malaysia	—	4,216,443	—	4,216,443
Singapore	—	1,232,359	—	1,232,359
South Korea	—	18,827,347	—	18,827,347
Taiwan	—	13,872,090	—	13,872,090
Thailand	—	1,325,443	—	1,325,443
United Kingdom	—	1,638,034	—	1,638,034
Total Common Stock	2,565,079	122,406,195	1,655,142	126,626,416
Preferred Stock	—	2,891,749	—	2,891,749
Total Investments, at fair value	\$ 2,565,079	\$ 125,297,944	\$ 1,655,142	\$ 129,518,165
Liabilities Table				
Other Financial Instruments+				
Written Options	\$ —	\$ (39,175)	\$ —	\$ (39,175)
Total Liabilities	\$ —	\$ (39,175)	\$ —	\$ (39,175)

(1)

For the period ended August 31, 2015, as a result of the fair value pricing procedures for international equities utilized by the Fund, certain securities have transferred in and out of Level 1 and Level 2 measurements during the year. The Fund's policy is to recognize transfers between levels at the beginning of the reporting period. At August 31, 2015, securities valued at \$1,514,063 and \$5,010,861 were transferred from Level 1 to Level 2 and Level 2 to Level 1, respectively, within the fair value hierarchy.

^

See Note 2, "Significant Accounting Policies" in the Notes to Financial Statements for additional information.

+

Other Financial Instruments are derivatives not reflected in the Portfolio of Investments and may include open forward foreign currency contracts, futures, centrally cleared swaps, OTC swaps and written options. Forward foreign currency contracts, futures and centrally cleared swaps are valued at the unrealized gain (loss) on the instrument. OTC swaps and written options are valued at the fair value of the instrument.

#

The earlier close of the foreign markets gives rise to the possibility that significant events, including broad market moves, may have occurred in the interim and may materially affect the value of those securities. To account for this, the Fund may frequently value many of its foreign equity securities using fair value prices based on third party vendor modeling tools to the extent available. Accordingly, a portion of the Fund's investments are categorized as Level 2 investments.

The following table presents additional information about valuation techniques and inputs used for investments that are measured at fair value and categorized within Level 3 at August 31, 2015.

Investments, at fair value	Fair Value at August 31, 2015	Valuation Technique(s)	Unobservable Inputs	Input Values
Common Stock	\$ 1,655,142	Proxy Pricing	Base price	11.56%

The following is a reconciliation of the fair valuations using significant unobservable inputs (Level 3) for the Fund's assets and liabilities during the period ended August 31, 2015:

Asset Table	Beginning Balance 2/28/2015	Purchases	Sales	Accrued Discounts (Premiums)	Total Realized Gain/(Loss)	*Net Change in Unrealized Appreciation/Depreciation	Transfers Into Level 3	Transfers	
								Out of Level 3	Ending Balance 8/31/2015
Investments, at fair value									
Common Stock	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (394,273)	\$ 2,049,415	\$ —	\$ 1,655,142
Total Investments, at value	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (394,273)	\$ 2,049,415	\$ —	\$ 1,655,142

*

As of August 31, 2015 net change in unrealized appreciation (depreciation) on Level 3 securities still held at period end and included in the change in net assets was \$(394,273).

See Accompanying Notes to Financial Statements

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Voya Asia Pacific High Dividend SUMMARY PORTFOLIO OF INVESTMENTS

Equity Income Fund as of August 31, 2015 (Unaudited) (continued)

At August 31, 2015, the following over-the-counter written options were outstanding for Voya Asia Pacific High Dividend Equity Income Fund:

Number of Contracts	Counterparty	Description	Exercise Price	Expiration Date	Premiums Received	Fair Value
Options on Indices						
3,300	Morgan Stanley	Call on S&P/ASX 200 Index	5,470.279 AUD	09/03/15	\$ 213,192	\$ (1,875)
2,700	Goldman Sachs & Co.	Call on Hang Seng Index	24,397.190 HKD	09/04/15	159,667	(101)
37,200,000	Deutsche Bank AG	Call on Korea Stock Exchange KOSPI 200 Index	239.810 KRW	09/03/15	94,945	(2,814)
24,500	Deutsche Bank AG	Call on Taiwan Stock Exchange Weighted Index	8,266.730 TWD	09/03/15	113,699	(34,385)
Total Written OTC Options					\$ 581,503	\$ (39,175)

A summary of derivative instruments by primary risk exposure is outlined in the following tables.

The fair value of derivative instruments as of August 31, 2015 was as follows:

Derivatives not accounted for as hedging instruments	Location on Statement of Assets and Liabilities	Fair Value
Liability Derivatives		
Equity contracts	Written options, at fair value	\$ 39,175
Total Liability Derivatives		\$ 39,175

The effect of derivative instruments on the Fund's Statement of Operations for the period ended August 31, 2015 was as follows:

Derivatives not accounted for as hedging instruments	Amount of Realized Gain or (Loss) on Derivatives Recognized in Income
Equity contracts	Written options
	\$ 1,392,096
Total	\$ 1,392,096
	Change in Unrealized Appreciation or Depreciation

	on Derivatives Recognized in Income
Derivatives not accounted for as hedging instruments	Written options
Equity contracts	\$ 593,763
Total	\$ 593,763

The following is a summary by counterparty of the fair value of OTC derivative instruments subject to Master Netting Agreements and collateral pledged (received), if any, at August 31, 2015:

	Deutsche Bank AG	Goldman Sachs & Co.	Morgan Stanley	Totals
Liabilities:				
Written options	\$ 37,199	\$ 101	\$ 1,875	\$ 39,175
Total Liabilities	\$ 37,199	\$ 101	\$ 1,875	\$ 39,175
Net OTC derivative instruments by counterparty, at fair value	\$ (37,199)	\$ (101)	\$ (1,875)	\$ (39,175)
Total collateral pledged by the Fund/(Received from counterparty)	\$ —	\$ —	\$ —	\$ —
Net Exposure(1)	\$ (37,199)	\$ (101)	\$ (1,875)	\$ (39,175)

(1)
Positive net exposure represents amounts due from each respective counterparty. Negative exposure represents amounts due from the Fund. Please refer to Note 2 for additional details regarding counterparty credit risk and credit related contingent features.

See Accompanying Notes to Financial Statements

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Voya Asia Pacific High Dividend SUMMARY PORTFOLIO OF INVESTMENTS

Equity Income Fund as of August 31, 2015 (Unaudited) (continued)

Supplemental Option Information (Unaudited)

Supplemental Call Option Statistics as of August 31, 2015:

% of Total Net Assets against which calls written	24.86%
Average Days to Expiration at time written	27 days
Average Call Moneyness* at time written	ATM
Premiums received for calls	\$ 581,503
Value of calls	\$ (39,175)

*

“Moneyness” is the term used to describe the relationship between the price of the underlying asset and the option’s exercise or strike price. For example, a call (buy) option is considered “in-the-money” when the value of the underlying asset exceeds the strike price. Conversely, a put (sell) option is considered “in-the-money” when its strike price exceeds the value of the underlying asset. Options are characterized for the purpose of Moneyness as, “in-the-money” (“ITM”), “out-of-the-money” (“OTM”) or “at-the-money” (“ATM”), where the underlying asset value equals the strike price.

See Accompanying Notes to Financial Statements

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SHAREHOLDER MEETING INFORMATION (Unaudited)

Proposal:

1

To elect four nominees to the Board of Trustees of Voya Asia Pacific High Dividend Equity Income Fund.

An annual shareholder meeting of Voya Asia Pacific High Dividend Equity Income Fund was held July 1, 2015, at the offices of Voya Investment Management, 7337 East Doubletree Ranch Road, Suite 100, Scottsdale, AZ 85258.

	Proposal	Shares voted for	Shares voted against or withheld	Shares abstained	Broker non-vote	Total Shares Voted
Voya Asia Pacific High Dividend Equity Income Fund						
Colleen D. Baldwin	1*	10,470,043.954	646,277.200	0.000	0.000	11,116,321.154
Peter S. Drotch	1*	10,488,250.954	628,070.200	0.000	0.000	11,116,321.154
Russell H. Jones	1*	10,488,032.954	628,288.200	0.000	0.000	11,116,321.154
Joseph E. Obermeyer	1*	10,491,489.954	624,831.200	0.000	0.000	11,116,321.154

*

Proposal Passed

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ADVISORY CONTRACT APPROVAL DISCUSSION (Unaudited)

APPROVAL OF AMENDED AND RESTATED INVESTMENT MANAGEMENT AGREEMENT

At a meeting held on March 12, 2015, the Board of Trustees (the “Board”) of Voya Asia Pacific High Dividend Equity Income Fund (the “Fund”), including a majority of Board members who have no direct or indirect interest in the advisory agreement (“Independent Trustees”), approved amending and restating the Investment Management Agreement between the Fund and Voya Investments, LLC (the “Adviser”) so that, effective May 1, 2015, the terms of the Fund’s Investment Management Agreement and its Administration Agreement are combined under a single Amended and Restated Investment Management Agreement with a single management fee. The single management fee rate under the Fund’s Amended and Restated Investment Management Agreement does not exceed the former combined investment management and administrative services fee rates for the Fund and, under the Fund’s Amended and Restated Investment Management Agreement, there was no change to the investment management or administrative services provided or the fees charged to the Fund.

In connection with its review, the Board determined that it did not need to consider certain factors it typically considers during its review of the Fund’s advisory agreements because it had reviewed, among other matters, the nature, extent and quality of services being provided and, as applicable, actions taken in certain instances to improve the relationship between the costs and the quality of services being provided, on September 12, 2014, when it renewed the Agreement. On September 12, 2014, the Board concluded, in light of all factors it considered, to renew the Agreement and that the fee rate set forth in the Agreement was fair and reasonable. Among other factors considered at that meeting, the Board considered: (1) the nature, extent and quality of services provided under the Agreement; (2) the extent to which economies of scale are reflected in the fee rate schedule under the Agreement; (3) the existence of any “fall-out” benefits to the Adviser and its affiliates; (4) a comparison of the fee rate, expense ratio, and investment performance to those of similar funds; and (5) the costs incurred and profits realized by the Adviser and its affiliates with respect to their services to the Fund. A further description of the process followed by the Board in approving the Agreement on September 12, 2014, including the information reviewed, certain material factors considered and certain related conclusions reached, is set forth in the Fund’s annual report to shareholders for the period ended February 28, 2015.

On March 12, 2015, the Board, including the Independent Trustees, approved the Amended and Restated Investment Management Agreement. In analyzing whether to approve the Amended and Restated Investment Management Agreement, the Board did consider, among other things: (1) a memorandum and related materials outlining the terms of this Agreement and Management’s rationale for proposing the amendments that combine the terms of the Fund’s investment management and administrative services arrangements under a single agreement; (2) Management’s representations that, under the Amended and Restated Investment Management Agreement, there would be no change in the fees payable for the combination of advisory and administrative services provided to the Fund; (3) Management’s confirmation that the implementation of the Amended and Restated Investment Management Agreement would result in no change in the scope of services that the Adviser provides to the Fund and that the personnel who have provided administrative and advisory services to the Fund previously would continue to do so after the Amended and Restated Investment Management Agreement becomes effective; and (4) representations from Management that the combination of the Agreements better aligns the Fund’s contracts with the manner in which the Adviser and its affiliates provide such services to the Fund. In approving the amendment to the Fund’s Investment Management Agreement, different Board members may have given different weight to different individual factors and related conclusions.

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ADDITIONAL INFORMATION (Unaudited)

During the period, there were no material changes in the Fund's investment objective or policies that were not approved by the shareholders or the Fund's charter or by-laws or in the principal risk factors associated with investment in the Fund. There have been no changes in the persons who are primarily responsible for the day-to-day management of the Fund's portfolio.

The Fund was granted exemptive relief by the SEC (the "Order"), which under the 1940 Act, would permit the Fund, subject to Board approval, to include realized long-term capital gains as a part of its regular distributions to Common Shareholders more frequently than would otherwise be permitted by the 1940 Act (generally once per taxable year) ("Managed Distribution Policy"). The Fund may in the future adopt a Managed Distribution Policy.

Dividend Reinvestment Plan

Unless the registered owner of Common Shares elects to receive cash by contacting Computershare Shareowner Services LLC (the "Plan Agent"), all dividends declared on Common Shares of the Fund will be automatically reinvested by the Plan Agent for shareholders in additional Common Shares of the Fund through the Fund's Dividend Reinvestment Plan (the "Plan"). Shareholders who elect not to participate in the Plan will receive all dividends and other distributions in cash paid by check mailed directly to the shareholder of record (or, if the Common Shares are held in street or other nominee name, then to such nominee) by the Plan Agent. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Agent prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared dividend or other distribution. Some brokers may automatically elect to receive cash on your behalf and may re-invest that cash in additional Common Shares of the Fund for you. If you wish for all dividends declared on your Common Shares of the Fund to be automatically reinvested pursuant to the Plan, please contact your broker.

The Plan Agent will open an account for each Common Shareholder under the Plan in the same name in which such Common Shareholder's Common Shares are registered. Whenever the Fund declares a dividend or other distribution (together, a "Dividend") payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in Common Shares. The Common Shares will be acquired by the Plan Agent for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized Common

Shares from the Fund ("Newly Issued Common Shares") or (ii) by purchase of outstanding Common Shares on the open market ("Open-Market Purchases") on the NYSE or elsewhere. Open-market purchases and sales are usually made through a broker affiliated with the Plan Agent.

If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per Common Share is equal to or greater than the NAV per Common Share, the Plan Agent will invest the Dividend amount in Newly Issued Common Shares on behalf of the participants. The number of Newly Issued Common Shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the NAV per Common Share on the payment date; provided that, if the NAV is less than or equal to 95% of the closing market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per Common Share on the payment date. If, on the payment date for any Dividend, the NAV per Common Share is greater than the closing market value plus estimated brokerage commissions, the Plan Agent will invest the Dividend amount in Common Shares acquired on behalf of the participants in Open-Market Purchases. In the event of a market discount on the payment date for any Dividend, the Plan Agent will have until the last business day before the next date on which the Common Shares trade on an "ex-dividend" basis or 30 days after the payment date for such Dividend, whichever is sooner (the "Last Purchase Date"), to invest the Dividend amount in Common Shares acquired in Open-Market Purchases.

The Fund pays quarterly Dividends. Therefore, the period during which Open-Market Purchases can be made will exist only from the payment date of each Dividend through the date before the next "ex-dividend" date, which typically will be approximately ten days.

If, before the Plan Agent has completed its Open-Market Purchases, the market price per common share exceeds the NAV per Common Share, the average per Common Share purchase price paid by the Plan Administrator may exceed

the NAV of the Common Shares, resulting in the acquisition of fewer Common Shares than if the Dividend had been paid in Newly Issued Common Shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Agent is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making Open-Market Purchases and will invest the un-invested portion of the Dividend amount in Newly Issued Common Shares at the NAV per common share at the close of business on the Last Purchase Date provided

TABLE OF CONTENTS**ADDITIONAL INFORMATION (Unaudited) (continued)**

that, if the NAV is less than or equal to 95% of the then current market price per Common Share, the dollar amount of the Dividend will be divided by 95% of the market price on the payment date.

The Plan Agent maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Agent on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Agent will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of Common Shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan. There will be no brokerage charges with respect to Common Shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. Participants that request a partial or full sale of shares through the Plan Agent are subject to a \$15.00 sales fee and a \$0.10 per share brokerage commission on purchases or sales, and may be subject to certain other service charges.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All questions concerning the Plan or a request to terminate participation should be directed to the Fund's Shareholder Service Department at (800) 992-0180.

KEY FINANCIAL DATES — CALENDAR 2015 DISTRIBUTIONS:

Declaration Date	Ex Date	Record Date	Payable Date
16-Mar-15	1-Apr-15	6-Apr-15	15-Apr-15
15-Jun-15	1-Jul-15	6-Jul-15	15-Jul-15
15-Sep-15	1-Oct-15	5-Oct-15	15-Oct-15
15-Dec-15	29-Dec-15	31-Dec-15	15-Jan-16

Record date will be two business days after each Ex-Dividend Date. These dates are subject to change.

Stock Data

The Fund's common shares are traded on the NYSE (Symbol: IAE).

Repurchase of Securities by Closed-End Companies

In accordance with Section 23(c) of the 1940 Act, and Rule 23c-1 under the 1940 Act the Fund may from time to time purchase shares of beneficial interest of the Fund in the open market, in privately negotiated transactions and/or purchase shares to correct erroneous transactions.

Number of Shareholders

The number of record holders of Common Stock as of August 31, 2015 was 10, which does not include approximately 6,299 beneficial owners of shares held in the name of brokers of other nominees.

Certifications

In accordance with Section 303A.12 (a) of the New York Stock Exchange Listed Company Manual, the Fund's CEO submitted the Annual CEO Certification on July 31, 2015 certifying that he was not aware, as of that date, of any violation by the Fund of the NYSE's Corporate governance listing standards. In addition, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and related SEC rules, the Fund's principal executive and financial officers have made quarterly certifications, included in filings with the SEC on Forms N-CSR and N-Q, relating to, among other things, the Fund's disclosure controls and procedures and internal controls over financial reporting.

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Investment Adviser

Voya Investments, LLC

7337 East Doubletree Ranch Road, Suite 100

Scottsdale, Arizona 85258

Transfer Agent

Computershare Shareowner Services LLC

480 Washington Boulevard

Jersey City, New Jersey 07310-1900

Custodian

The Bank of New York Mellon

One Wall Street

New York, New York 10286

Legal Counsel

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, Massachusetts 02199

Toll-Free Shareholder Information

Call us from 9:00 a.m. to 7:00 p.m. Eastern time on any business day for account or other information, at (800) 992-0180

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SAR-IAE (0815-102315)

Item 2. Code of Ethics.

Not required for a semi-annual filing.

Item 3. Audit Committee Financial Expert.

Not required for a semi-annual filing.

Item 4. Principal Accountant Fees and Services.

Not required for a semi-annual filing.

Item 5. Audit Committee of Listed Registrants.

Not required for a semi-annual filing.

Item 6. Schedule of Investments

Voya Asia Pacific High Dividend Equity Income Fund

PORTFOLIO OF INVESTMENTS
as of August 31, 2015 (Unaudited)

Shares		Value	Percentage of Net Assets
COMMON STOCK: 95.7%			
Australia: 21.9%			
69,388	Australia & New Zealand Banking Group Ltd.	1,380,048	1.0
150,529	BHP Billiton Ltd.	2,757,335	2.1
242,511	Coca-Cola Amatil Ltd.	1,448,965	1.1
953,588	Federation Centres Ltd	1,916,948	1.5
436,178	Goodman Group	1,885,117	1.4
683,541	Incitec Pivot Ltd.	1,704,084	1.3
445,532	Insurance Australia Group Ltd.	1,606,151	1.2
854,614	Metcash Ltd.	659,543	0.5
76,032	National Australia Bank Ltd.	1,685,890	1.3
1,098,531	Nine Entertainment Co. Holdings Ltd.	1,294,931	1.0
41,184	Rio Tinto Ltd.	1,477,002	1.1
267,562	Santos Ltd.	982,090	0.7
1,591,369	Sigma Pharmaceuticals Ltd.	910,082	0.7
150,529	@ South32 Ltd.	162,487	0.1
1,208,873	Spark Infrastructure Group	1,708,265	1.3
543,187	Stockland	1,509,213	1.1
188,745	Suncorp Group Ltd	1,722,379	1.3
279,034	Transurban Group	1,921,027	1.5
152,403	Treasury Wine Estates Ltd.	646,112	0.5
72,428	Westpac Banking Corp.	1,608,286	1.2
		28,985,955	21.9
China: 23.7%			
250,000	Beijing Enterprises Holdings Ltd.	1,458,480	1.1
450,000	BOC Hong Kong Holdings Ltd.	1,520,632	1.1
4,498,000	China BlueChemical Ltd.	1,276,864	1.0
4,406,960	China Construction Bank	3,092,328	2.3
229,000	China Life Insurance Co., Ltd.	782,394	0.6
142,000	China Mobile Ltd.	1,707,990	1.3
664,000	China Overseas Land & Investment Ltd.	1,944,868	1.5
2,163,800	China Petroleum & Chemical Corp.	1,450,923	1.1
2,992,000	China Resources Cement Holdings Ltd.	1,468,044	1.1
588,000	China Resources Land Ltd.	1,472,862	1.1
746,000	China Resources Power Holdings Co.	1,825,132	1.4
1,422,000	COSCO Pacific Ltd.	1,655,142	1.3
1,424,362	Huaneng Power International, Inc.	1,625,304	1.2
5,017,379	Industrial & Commercial Bank of China	2,937,606	2.2

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Shares		Value	Percentage of Net Assets
836,000	Jiangsu Expressway Co. Ltd.	987,670	0.7
3,323,500	Parkson Retail Group Ltd.	476,130	0.4
1,758,000	PetroChina Co., Ltd.	1,464,467	1.1
545,000	Shanghai Industrial Holdings Ltd.	1,327,798	1.0
COMMON STOCK: (continued)			
China: (continued)			
809,000	Shanghai Pharmaceuticals Holding Co. Ltd.	1,689,192	1.3
805,500	Shimao Property Holdings Ltd.	1,127,326	0.9
		31,291,152	23.7
Hong Kong: 9.2%			
636,534	AIA Group Ltd.	3,516,913	2.7
13,570,000	Emperor Watch & Jewellery Ltd.	490,313	0.4
701,000	Hang Lung Properties Ltd.	1,586,974	1.2
2,854,500	# HK Electric Investments and HK Electric Investments Ltd.	1,981,691	1.5
4,076,000	Hutchison Telecommunications Hong Kong Holdings Ltd.	1,643,529	1.2
393,500	MTR Corp.	1,755,297	1.3
319,100	Television Broadcasts Ltd.	1,198,161	0.9
		12,172,878	9.2
India: 7.0%			
335,192	GAIL India Ltd.	1,492,866	1.1
458,985	ICICI Bank Ltd.	1,929,896	1.4
912,736	NTPC Ltd.	1,668,114	1.3
627,310	Punjab National Bank	1,366,918	1.1
114,011	Reliance Industries Ltd.	1,467,327	1.1
375,400	Tata Steel Ltd.	1,271,307	1.0
		9,196,428	7.0
Indonesia: 1.7%			
1,204,800	Indo Tambangraya Megah PT	804,634	0.6
3,837,000	Indofood Sukses Makmur Tbk PT	1,446,522	1.1
		2,251,156	1.7
Macau: 1.2%			
465,252	Sands China Ltd.	1,617,131	1.2
Malaysia: 3.2%			
1,624,013	Berjaya Sports Toto BHD	1,142,072	0.9
995,400	IJM Corp. Bhd	1,493,931	1.1
757,500	Malayan Banking BHD	1,580,440	1.2
		4,216,443	3.2
Singapore: 0.9%			
1,139,500	First Resources Ltd.	1,232,359	0.9
South Korea: 14.2%			
183,652	DGB Financial Group, Inc.	1,613,846	1.2

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83,680	Hite Jinro Co. Ltd.	1,562,874	1.2
74,059	Hyundai Marine & Fire Insurance Co., Ltd.	1,751,840	1.3
50,371	Kangwon Land, Inc.	1,810,660	1.4
58,709	KB Financial Group, Inc.	1,771,021	1.3
73,831	KT Corp.	1,808,338	1.4
35,185	LG Display Co., Ltd.	693,324	0.5
7,887	POSCO	1,269,972	1.0
3,494	Samsung Electronics Co., Ltd.	3,215,083	2.4
51,012	Shinhan Financial Group Co., Ltd.	1,710,618	1.3

See Accompanying Notes to Financial Statements

Voya Asia Pacific High Dividend Equity Income Fund PORTFOLIO OF INVESTMENTS
as of August 31, 2015 (Unaudited) (continued)

Shares		Value	Percentage of Net Assets
COMMON STOCK: (continued)			
South Korea: (continued)			
19,033	SK Innovation Co. Ltd.	1,619,771	1.2
		18,827,347	14.2
Taiwan: 10.5%			
1,070,000	Cathay Financial Holding Co., Ltd.	1,545,649	1.2
432,000	Cheng Uei Precision Industry Co., Ltd.	601,927	0.4
3,089,319	CTBC Financial Holding Co. Ltd.	1,863,606	1.4
121,827	MediaTek, Inc.	939,998	0.7
930,000	Powertech Technology, Inc.	1,603,329	1.2
777,000	Quanta Computer, Inc.	1,430,103	1.1
274,000	Radiant Opto-Electronics Corp.	799,103	0.6
1,045,167	Taiwan Semiconductor Manufacturing Co., Ltd.	4,066,545	3.1
270,000	Tong Hsing Electronic Industries Ltd.	605,467	0.5
166,000	TPK Holding Co. Ltd.	416,363	0.3
		13,872,090	10.5
Thailand: 1.0%			
175,900	PTT PCL-Foreign	1,325,443	1.0
United Kingdom: 1.2%			
206,400	HSBC Holdings PLC	1,638,034	1.2
	Total Common Stock (Cost \$166,305,232)	126,626,416	95.7
PREFERRED STOCK: 2.2%			
South Korea: 2.2%			
4,238	Hyundai Motor Co.	346,949	0.3
10,406	Hyundai Motor Co.- Series 2	878,623	0.7
2,267	Samsung Electronics Co., Ltd.	1,666,177	1.2
	Total Preferred Stock (Cost \$2,714,320)	2,891,749	2.2
	Total Investments in Securities (Cost \$169,019,552)	\$129,518,165	97.9
	Assets in Excess of Other Liabilities	2,836,446	2.1

Net Assets

\$132,354,611 100.0

Securities with purchases pursuant to Rule 144A or section 4(a)(2), under the Securities Act of 1933 and may not be resold subject to that rule except to qualified institutional buyers.

@ Non-income producing security.

Cost for federal income tax purposes is \$169,090,093.

Net unrealized depreciation consists of:

Gross Unrealized Appreciation	\$4,172,596
Gross Unrealized Depreciation	(43,744,524)
Net Unrealized Depreciation	\$(39,571,928)

See Accompanying Notes to Financial Statements

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not required for a semi-annual filing.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

Not required for semi-annual filing.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

None.

Item 10. Submission of Matters to a Vote of Security Holders.

N/A.

Item 11. Controls and Procedures.

Based on our evaluation conducted within 90 days of the filing date, hereof, the design and operation of the registrant's disclosure controls and procedures are effective to ensure that material information relating to the registrant is made known to the certifying officers by others within the appropriate entities, particularly during the period in which Forms N-CSR are being prepared, and the registrant's disclosure controls and procedures allow timely preparation and review of the information for the registrant's Form N-CSR and the officer certifications of such Form N-CSR.

There were no significant changes in the registrant's internal controls that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits.

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- (a) (1) The Code of Ethics is not required for the semi-annual filing.
- (a)(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2 under the Act (17 CFR 270.30a-2) is attached hereto as EX-99.CERT.
- (a) (3) Not required for semi-annual filing.
- (b) The officer certifications required by Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as EX-99.906CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant): Voya Asia Pacific High Dividend Equity Income Fund

By/s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: November 6, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By/s/ Shaun P. Mathews
Shaun P. Mathews
President and Chief Executive Officer

Date: November 6, 2015

By/s/ Todd Modic
Todd Modic
Senior Vice President and Chief Financial Officer

Date: November 6, 2015