

**Supplement Dated May 22, 2013**  
To the Current Prospectus and Statement of Additional Information

**ING GoldenSelect Access One**

Issued by ING USA Annuity and Life Insurance Company  
Through Its Separate Account B

*This supplement updates the prospectus and statement of additional information ("SAI") for your variable annuity contract and any subsequent supplements thereto. Please read it carefully and keep it with your copy of the prospectus and SAI for future reference. If you have any questions, please call our Customer Service Center at 1-800-366-0066.*

**NOTICE OF AND IMPORTANT INFORMATION REGARDING A FUND SUBSTITUTION**

**The following information directly below only affects you if you currently invest in the subaccount that corresponds to the Fidelity® VIP Contrafund® Portfolio.**

The Securities and Exchange Commission issued an order to permit the ING USA Annuity and Life Insurance Company and its Separate Account B to replace, effective on or about **July 12, 2013** (the "Substitution Effective Date"), the **Fidelity® VIP Contrafund® Portfolio** ("Replaced Fund") with the **ING Large Cap Growth Portfolio** ("Substitute Fund").

The following lists important information regarding the upcoming fund substitution:

- Prior to the Substitution Effective Date, and for thirty days thereafter you may transfer amounts allocated to the subaccount that invests in the Replaced Fund to any other available subaccount or any available fixed account free of charge, and any such transfer will not count as a transfer when imposing any applicable restrictions or limits on transfers (other than restrictions related to frequent or disruptive transfers).
- On the Substitution Effective Date, your investment in the subaccount that invests in the Replaced Fund will automatically become an investment in the subaccount that invests in the Substitute Fund with an equal total net asset value.
- You will not incur any fees or charges or any tax liability because of the substitution, and your Contract value immediately before the substitution will equal your Contract value immediately after the substitution.
- The overall expenses of the Substitute Fund are less than the overall expenses of the Replaced Fund. The fees and expenses of the Substitute Fund are more fully described in the Substitute Fund's summary prospectus.
- The investment objective and policies of the Substitute Fund are similar to the investment objective and policies of the Replaced Fund. The investment objective of the Substitute Fund, along with information about the Substitute Fund's investment adviser/subadviser, are more fully described in the Substitute Fund's summary prospectus.
- Prior to the Substitution Effective Date you will be sent a fund summary prospectus for the Substitute Fund. Read this summary prospectus carefully before deciding what to do with amounts allocated to the Subaccount that invests in the Substitute Fund. If you have not received one, or if you need another copy, please contact our Customer Service Center at 1-800-366-0066.
- After the Substitution Effective Date, the subaccount investing in the Replaced Fund will no longer be available through the Contract and there will be no further disclosure regarding it in any future Contract prospectus or supplements to the Contract prospectus.

**IMPORTANT INFORMATION REGARDING THE COMPANY**

**Information about the ING USA Annuity and Life Insurance Company found in your prospectus and/or Statement of Additional Information is deleted and replaced with the following:**

ING USA Annuity and Life Insurance Company ("ING USA") is an Iowa stock life insurance company, which was originally incorporated in Minnesota on January 2, 1973. Until May 7, 2013, ING USA was a wholly owned indirect subsidiary of ING Groep N.V. ("ING"), a global financial services holding company based in The Netherlands. ING USA

is authorized to sell insurance and annuities in all states, except New York and the District of Columbia. The obligations under the Contract are solely the responsibility of ING USA Annuity and Life Insurance Company.

Pursuant to an agreement with the European Commission (“EC”), ING has agreed to divest itself of ING U.S., Inc. and its subsidiaries, including ING USA (collectively “ING U.S.”), which constitutes ING’s U.S.-based retirement, investment management and insurance operations. To effect this divestment, on May 7, 2013 ING completed an initial public offering (“IPO”) of the common stock of ING U.S. While ING is currently the majority shareholder of the common stock of ING U.S., pursuant to the agreement with the EC mentioned above ING is required to divest itself of at least 25% of ING U.S. by the end of 2013, more than 50% by the end of 2014 and 100% by the end of 2016.

## IMPORTANT INFORMATION REGARDING THE INVESTMENT PORTFOLIOS

The following table reflects investment portfolio name changes since the date of your last prospectus supplement.

<b>Fund Name Changes</b>	
<b><i>Former Fund Name</i></b>	<b><i>New Fund Name</i></b>
ING Davis New York Venture Portfolio	ING Columbia Contrarian Core Portfolio
ING Invesco Van Kampen Comstock Portfolio	ING Invesco Comstock Portfolio
ING Invesco Van Kampen Equity and Income Portfolio	ING Invesco Equity and Income Portfolio
ING Invesco Van Kampen Growth and Income Portfolio	ING Invesco Growth and Income Portfolio
ING Pioneer Fund Portfolio	ING Multi-Manager Large Cap Core Portfolio

The following investment portfolios are closed to new premiums and transfers. Contract owners who have value in any of the investment portfolios listed below may leave their contract value in these investments.

<b>Closed Investment Portfolios</b>	
Columbia Small Cap Value Fund	ING Growth and Income Portfolio (Class S)
Fidelity® VIP <i>Contrafund</i> ® Portfolio	ING Large Cap Growth Portfolio (Class S)
ProFund VP Bull	ING Limited Maturity Bond Portfolio
ProFund VP Europe 30	ING SmallCap Opportunities Portfolio
ProFund VP Rising Rates Opportunity	

### **Open Investment Portfolios - Description of Underlying Funds**

During the accumulation phase, you may allocate your premium payments and contract value to any of the investment portfolios available under this Contract, plus any Fixed Interest Allocation that is available. You bear the entire investment risk for amounts you allocate to any investment portfolio, and you may lose your principal. There is no assurance that any of the funds will achieve their respective investment objectives. Shares of the funds will rise and fall in value and you could lose money by investing in the funds. Shares of the funds are not bank deposits and are not guaranteed, endorsed or insured by any financial institution, the Federal Deposit Insurance Corporation or any other government agency. Except as noted, all funds are diversified, as defined under the Investment Company Act of 1940.

The following table reflects the investment portfolios that are, effective May 1, 2013, open and available to new premiums and transfers under your Contract along with each portfolio’s investment adviser/subadviser and investment objective. Please refer to the funds prospectuses for more detailed information. Fund prospectuses may be obtained free of charge from our Customer Service Center at P.O. Box 9271, Des Moines, Iowa 50306-9271 or call (800) 366-0066, or access the SEC’s website (<http://www.sec.gov>), or by contacting the SEC Public Reference Room at (202) 942-8090 or call (800) SEC-0330. You may obtain copies of reports and other information about the separate account and the funds, after paying a duplicating fee, by sending an email request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing to the SEC Public Reference Room, 100 F Street, N.E., Room 1580, Washington, D.C. 20549-0102. If you received a summary prospectus for any of the funds available through your contract, you may also obtain a full prospectus and other fund information free of charge by either accessing the internet address, calling the telephone number or sending an email request to the contact information shown on the front of the fund’s summary prospectus.

<b>Fund Name and Investment Adviser/Subadviser</b>	<b>Investment Objective</b>
<b>Fidelity® VIP Equity-Income Portfolio</b>  <b>Investment Adviser:</b> Fidelity Management & Research Company ("FMR") <b>Investment Subadviser:</b> FMRC and other investment advisers	Seeks reasonable income. Also considers the potential for capital appreciation. Seeks to achieve a yield which exceeds the composite yield on the securities comprising the S&P® Index.
<b>ING American Funds International Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Adviser to Master Funds:</b> Capital Research and Management Company <sup>SM</sup>	Seeks to provide you with long-term growth of capital.
<b>ING Baron Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> BAMCO, Inc.	Seeks capital appreciation.
<b>ING BlackRock Health Sciences Opportunities Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> BlackRock Advisors, LLC	Seeks long-term capital growth.
<b>ING BlackRock Large Cap Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> BlackRock Investment Management, LLC	Seeks long-term growth of capital.
<b>ING Clarion Real Estate Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> ING Clarion Real Estate Securities L.P.	A <i>non-diversified</i> Portfolio that seeks total return including capital appreciation and current income.
<b>ING Columbia Contrarian Core Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Columbia Management Advisors, LLC	Seeks total return, consisting of long-term capital appreciation and current income.
<b>ING FMR<sup>SM</sup> Diversified Mid Cap Portfolio*</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Fidelity Management & Research Company	Seeks long-term growth of capital.
* FMR <sup>SM</sup> is a service mark of Fidelity Management & Research Company	
<b>ING Global Resources Portfolio</b>  <b>Investment Adviser:</b> Directed Services, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	A <i>non-diversified</i> Portfolio that seeks long-term capital appreciation.

<b>Fund Name and Investment Adviser/Subadviser</b>	<b>Investment Objective</b>
<b>ING Growth and Income Portfolio (Class ADV)</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks to maximize total return through investments in a diversified portfolio of common stocks and securities convertible into common stocks. It is anticipated that capital appreciation and investment income will both be major factors in achieving total return.
<b>ING Index Plus LargeCap Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks to outperform the total return performance of the S&P 500 <sup>®</sup> Index, while maintaining a market level of risk.
<b>ING Index Plus MidCap Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks to outperform the total return performance of the Standard and Poor's MidCap 400 Index, while maintaining a market level of risk.
<b>ING Index Plus SmallCap Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks to outperform the total return performance of the Standard and Poor's SmallCap 600 Index, while maintaining a market level of risk.
<b>ING Intermediate Bond Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks to maximize total return consistent with reasonable risk. The Portfolio seeks its objective through investments in a diversified portfolio consisting primarily of debt securities. It is anticipated that capital appreciation and investment income will both be major factors in achieving total return.
<b>ING International Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of a widely accepted International Index.
<b>ING Invesco Comstock Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Invesco Advisers, Inc.	Seeks capital growth and income.
<b>ING Invesco Equity and Income Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Invesco Advisers, Inc.	Seeks total return, consisting of long-term capital appreciation and current income.
<b>ING Invesco Growth and Income Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Invesco Advisers, Inc.	Seeks long-term growth of capital and income.

<b>Fund Name and Investment Adviser/Subadviser</b>	<b>Investment Objective</b>
<b>ING JPMorgan Emerging Markets Equity Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> J.P. Morgan Investment Management Inc.	Seeks capital appreciation.
<b>ING JPMorgan Small Cap Core Equity Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> J.P. Morgan Investment Management Inc.	Seeks capital growth over the long term.
<b>ING Large Cap Growth Portfolio (Class ADV)</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks long-term capital growth.
<b>ING Large Cap Value Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks growth of capital and current income.
<b>ING Liquid Assets Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks a high level of current income consistent with the preservation of capital and liquidity.
<b>ING Marsico Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Marsico Capital Management, LLC	Seeks capital appreciation.
<b>ING MFS Total Return Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Massachusetts Financial Services Company	Seeks above-average income (compared to a portfolio entirely invested in equity securities) consistent with the prudent employment of capital. Secondarily seeks reasonable opportunity for growth of capital and income.
<b>ING MFS Utilities Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Massachusetts Financial Services Company	Seeks total return.
<b>ING MidCap Opportunities Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks long-term capital appreciation.

<b>Fund Name and Investment Adviser/Subadviser</b>	<b>Investment Objective</b>
<b>ING Morgan Stanley Global Franchise Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Morgan Stanley Investment Management Inc.	A <i>non-diversified</i> Portfolio that seeks long-term capital appreciation.
<b>ING Multi-Manager Large Cap Core Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Columbia Management Investment Advisers, LLC and The London Company of Virginia d/b/a The London Company	Seeks reasonable income and capital growth.
<b>ING Oppenheimer Global Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> OppenheimerFunds, Inc.	Seeks capital appreciation.
<b>ING PIMCO High Yield Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Pacific Investment Management Company LLC	Seeks maximum total return, consistent with preservation of capital and prudent investment management.
<b>ING PIMCO Total Return Bond Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Pacific Investment Management Company LLC	Seeks maximum total return, consistent with preservation of capital and prudent investment management.
<b>ING Pioneer Mid Cap Value Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Pioneer Investment Management, Inc.	Seeks capital appreciation.
<b>ING Retirement Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Asset Allocation Committee</b>	Seeks a high level of total return (consisting of capital appreciation and income) consistent with a level of risk that can be expected to be greater than that of ING Retirement Moderate Growth Portfolio.
<b>ING Retirement Moderate Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Asset Allocation Committee</b>	Seeks a high level of total return (consisting of capital appreciation and income) consistent with a level of risk that can be expected to be greater than that of ING Retirement Moderate Portfolio but less than that of ING Retirement Growth Portfolio.
<b>ING Retirement Moderate Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Asset Allocation Committee</b>	Seeks a high level of total return (consisting of capital appreciation and income) consistent with a level of risk that can be expected to be greater than that of ING Retirement Conservative Portfolio but less than that of ING Retirement Moderate Growth Portfolio.

<b>Fund Name and Investment Adviser/Subadviser</b>	<b>Investment Objective</b>
<b>ING Russell™ Large Cap Growth Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Russell Top 200® Growth Index.
<b>ING Russell™ Large Cap Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Russell Top 200® Index.
<b>ING Russell™ Large Cap Value Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Russell Top 200® Value Index.
<b>ING Russell™ Mid Cap Growth Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Russell Midcap® Growth Index.
<b>ING Russell™ Small Cap Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Russell 2000® Index.
<b>ING Small Company Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks growth of capital primarily through investment in a diversified portfolio of common stocks of companies with smaller market capitalizations.
<b>ING T. Rowe Price Capital Appreciation Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> T. Rowe Price Associates, Inc.	Seeks, over the long-term, a high total investment return, consistent with the preservation of capital and prudent investment risk.
<b>ING T. Rowe Price Equity Income Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> T. Rowe Price Associates, Inc.	Seeks substantial dividend income as well as long-term growth of capital.
<b>ING T. Rowe Price International Stock Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> T. Rowe Price Associates, Inc.	Seeks long-term growth of capital.

Fund Name and Investment Adviser/Subadviser	Investment Objective
<b>ING Templeton Foreign Equity Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Templeton Investment Counsel, LLC	Seeks long-term capital growth.
<b>ING Templeton Global Growth Portfolio</b>  <b>Investment Adviser:</b> Directed Services LLC <b>Investment Subadviser:</b> Templeton Global Advisors Limited	Seeks capital appreciation. Current income is only an incidental consideration.
<b>ING U.S. Bond Index Portfolio</b>  <b>Investment Adviser:</b> ING Investments, LLC <b>Investment Subadviser:</b> ING Investment Management Co. LLC	Seeks investment results (before fees and expenses) that correspond to the total return of the Barclays Capital U.S. Aggregate Bond Index.