

GREAT-WEST SMART TRACK[®] VARIABLE ANNUITY

Trust the Possibilities.[®] ◀



Consumer Brochure



Great-West Smart Track[®]

Variable Annuity

Rethinking Retirement

Much of life isn't certain. Today's environment can be unsettling due to:

- Diminishing pension plans
- Volatile market returns
- Possible rising inflation
- Questions about the long-term solvency of Social Security

While those concerns are conditions of the economic environment, another worry when preparing for retirement can be your own longevity. The question becomes: **"Will I have enough saved to last as long as I may live?"** That's where a variable annuity can provide both the growth potential you need to build your savings and the guaranteed income to last through your retirement years.

In its simplest terms, a variable annuity (VA) is a contract between you and an insurance company that provides tax-deferred investment growth potential and a combination of investment and insurance features. Depending upon the annuity you choose, it can provide you guaranteed lifetime income, along with other benefits like flexible withdrawals and protection of income from inflation. With the addition of a death benefit provision, a VA can provide a guaranteed bequest to your beneficiaries.¹

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information, you may obtain a prospectus from your registered representative or investment advisor. Please read the prospectus carefully before investing.

Ready to Trust The possibilities?

Work with your investment professional to learn more about how the Great-West Smart Track[®] variable annuity can protect your retirement income, while opening your future to the possibilities that lie ahead.

¹ Additional fee applies. Guarantee is subject to the claims-paying ability of Great-West Life & Annuity Insurance Company or, in New York, Great-West Life & Annuity Insurance Company of New York.

Trust the Possibilities[®] of the Great-West Smart Track[®] variable annuity

Providing the protection and adaptability you need for your retirement strategy

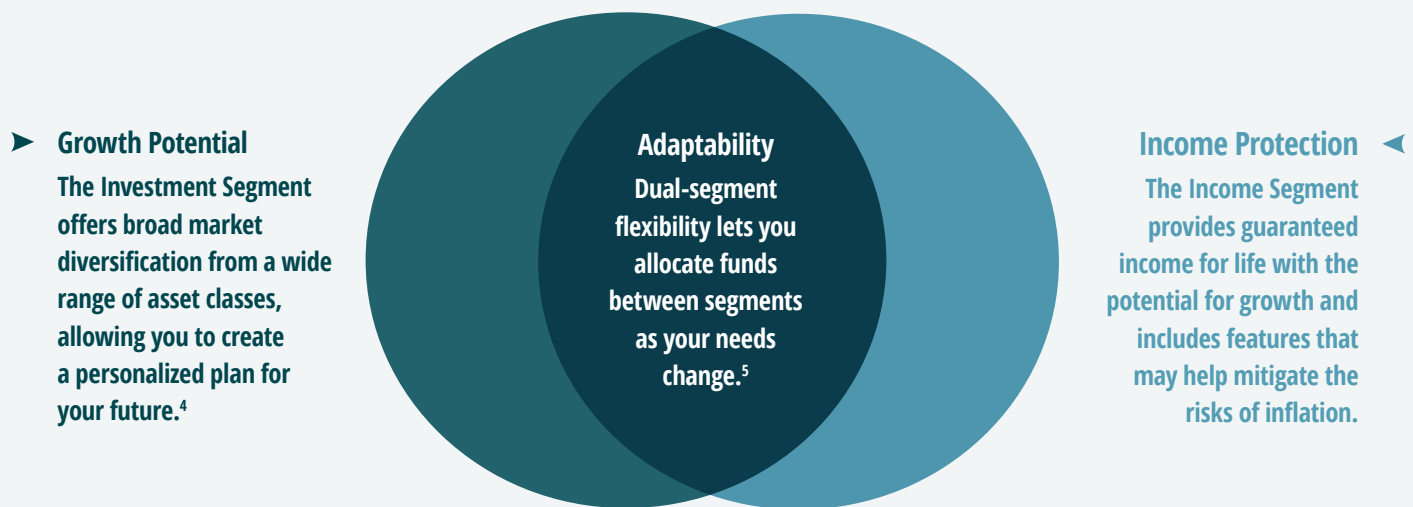
There comes a point in life when thinking about the future gives way to serious planning for retirement. That's where having a strategy can pay off. The objective? To build and protect your nest egg.

This is where the Great-West Smart Track[®] variable annuity can make the difference. It's a retirement strategy with dual segments that can provide you with both growth potential and income protection. **The Investment Segment**² allows you to participate in the growth potential of the market. Then, when you are ready, the **Income Segment** includes the Great-West SecureFoundation[®] guarantee, providing a guaranteed income for life.

Great-West SecureFoundation[®] is a guaranteed income benefit available through a variable annuity rider issued by Great-West Life & Annuity Insurance Company or, in New York, Great-West Life & Annuity Insurance Company of New York (as applicable, "Great-West Financial") and is Great-West Financial's promise to provide a payment of guaranteed income subject to the terms and conditions of the rider and claims paying ability of Great-West Financial. The guaranteed income benefit and its related costs go into effect upon the purchase of units of the **Covered Fund**. For complete information about the guaranteed income benefit, please refer to the variable annuity prospectus and rider.

Low-Cost Confidence and A Wide Variety of Possibilities ... when you need them most

Life is a moving target, and your investments need to adapt to your changing needs. In one low-cost³ vehicle, this dual segment variable annuity allows you to adjust your ratio of growth opportunity to future retirement income protection as you move through life.



Trust the Possibilities.[®]

With the Great-West Smart Track[®] variable annuity, you get:

- Low costs
- Control
- Confidence

² Investment Segment and other bold terms are further defined in the Important Terms section of this brochure.

³ Compared to other variable annuities with Guaranteed Lifetime Withdrawal Benefits (GLWBs). Source: IRI Annuity Fact Book, "Fees Associated with GLWB and GMIB," April 2013.

⁴ Diversification of an investment portfolio does not ensure a profit and does not protect against loss in declining markets.

⁵ Additional contributions and transfers to the Income Segment are not allowed once Guaranteed Annual Withdrawals begin. Transferring money from the Income Segment to the Investment Segment may be considered an Excess Withdrawal, which can negatively affect your guaranteed income benefits.

Reasons to consider the Great-West Smart Track® variable annuity

Ready for a low-cost, flexible retirement solution to help offset the impact of inflation?

Flexibility

The dual nature of the Great-West Smart Track® variable annuity offers adaptability within the VA. Because life brings ongoing changes, you can shift some or all of your focus from growth in the **Investment Segment** to the protection of the **Income Segment** when you're ready. The timing and amount is up to you. Plus, you can rebalance the investments in the **Investment Segment** at any time.⁶

Low overall cost⁴

The Great-West Smart Track® variable annuity offers low overall cost, allowing more of your money to work for you.

Inflation risk management⁷

Rising prices are common occurrences these days. Fortunately, with the Great-West Smart Track® variable annuity, income adjustments are tied to the 10-Year Treasury Yield, an indicator of rising interest rates and prices. If the 10-Year Treasury Yield increases, your **Guaranteed Annual Withdrawal** could also elevate annually. The Great-West Smart Track® variable annuity provides the flexibility you need to manage economic ups and downs, and can temper the impact of inflation after withdrawals begin.

Financial strength backing your lifetime income

Great-West Life & Annuity Insurance Company and Great-West Life & Annuity Insurance Company of New York, collectively the "Company," are part of The Great-West Family of Companies⁸, founded in 1891. The Company administers more than \$201.5 billion⁹ in assets as of December 31, 2012, providing a range of life insurance, annuities, and group retirement savings plans and services. Ratings by the major ratings agencies confirm the Company's financial strength and ability to meet its obligations to policyholders.

RATINGS FOR GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY

A+	A.M. Best Company, Inc. - Financial strength (<i>Superior—highest of 10 categories</i>)
AA	Fitch Ratings - Financial strength (<i>Very strong—second highest of nine categories</i>)
Aa3	Moody's Investors Services - Financial strength (<i>Excellent—second highest of nine categories</i>)
AA	Standard & Poor's Ratings Services - Financial strength (<i>Very strong—second highest of nine categories</i>)

RATINGS FOR GREAT-WEST LIFE & ANNUITY INSURANCE COMPANY OF NEW YORK

A+	A.M. Best Company, Inc. - Financial strength (<i>Superior—highest of 10 categories</i>)
AA	Fitch Ratings - Financial strength (<i>Very strong—second highest of nine categories</i>)
Aa3	Moody's Investors Services - Financial strength (<i>Excellent—second highest of nine categories</i>)
AA	Standard & Poor's Ratings Services - Financial strength (<i>Very strong—second highest of nine categories</i>)

These ratings are current and subject to change. They do not pertain to the investment performance of the underlying funds. The Guarantee is not rated by any rating agency.

⁶ Rebalancing does not ensure a profit and does not protect against loss in declining markets.

⁷ Annual interest rate adjustments begin when you start taking Guaranteed Annual Withdrawals and will continue as long as you have positive Covered Fund Value.

⁸ The Great-West Family of Companies refers to products and services offered through The Great-West Life Assurance Company, London Life Insurance Company, The Canada Life Assurance Company, Great-West Life & Annuity Insurance Company, FASCore, LLC (FASCore Administrators, LLC in California), EMJAY Corporation, Great-West Trust Company, LLC, Great-West Funds, Inc., Putnam Investments, LLC and their affiliates and subsidiary companies.

⁹ The assets under administration for Great-West Life & Annuity Insurance Company of New York total \$2.3 billion.

More possibilities for life

Wherever in life you find yourself, the dual-segment structure of Great-West Smart Track® variable annuity means you can trust the possibilities that smart planning creates for your future.

Ready for a low-cost VA with growth potential and guaranteed income that actually adapts to your needs?

Advantages of the investment segment

Tax-Deferred Growth Potential

Continue to build your retirement savings and any returns can potentially compound on a tax-deferred basis.

Freedom

Move assets among investment options with no cost and no restrictions.

Low Overall Cost¹⁰

The low fees of the Great-West Smart Track® variable annuity mean that over time, more of your money can work for you.

Diversification¹¹

Diversify your portfolio among more than 65 sub-accounts, which are spread across eight asset classes and 16 fund managers.

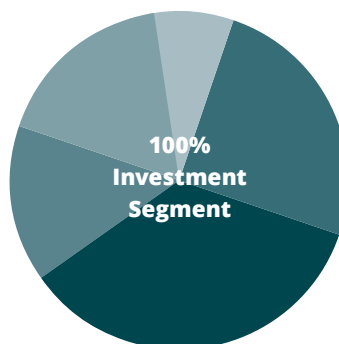
The **Investment Segment** of the Great-West Smart Track® variable annuity offers a wide array of investment options from among well known companies, including:

- The Alger Portfolios, Inc.
- American Century Variable Portfolios, Inc.
- Columbia Funds Variable Insurance Trust
- Delaware VIP Trust
- Dreyfus Investment Portfolios
- DWS Variable Series I & II
- Great-West Funds, Inc.
- Invesco Variable Insurance Funds
- Janus Aspen Series
- Lazard Retirement Series
- Neuberger Berman Advisers Management Trust
- PIMCO Variable Insurance Trust
- Putnam Variable Trust
- T. Rowe Price Equity Series, Inc.
- The Universal Institutional Funds, Inc.
- Van Eck VIP Trust

FOCUS: Growth

A wide range of asset classes allows you to invest for growth in the **Investment Segment**.

Example allocations are for illustrative purposes only.



¹⁰ Compared to other variable annuities with Guaranteed Lifetime Withdrawal Benefits (GLWBs). Source: IRI Annuity Fact Book, "Fees Associated with GLWB and GMIB," April 2013.

¹¹ Diversification of an investment portfolio does not ensure a profit and does not protect against loss in declining markets.

More possibilities for life

Combine the growth opportunity of the Great-West Smart Track® **Investment Segment** with the security of guaranteed lifetime income in the **Income Segment** for some certainty in your retirement planning.

Lifetime Income

One out of four individuals currently age 65 will live to be age 90, and one out of 10 will live past age 95.¹² With Great-West Smart Track® variable annuity, you don't need to worry about outliving your savings. This income is guaranteed to last for the rest of your life, or for the lifetime of you and your spouse in a joint withdrawal election.

Income Protection

The **Income Segment** provides a guaranteed minimum level of income for life. This allows you to stay invested without fear that market downturns will decrease your guaranteed income.^{13,14}

Inflation Risk Management

As long as you still have assets in the **Income Segment**, your **Guaranteed Annual Withdrawals** can increase with favorable fund performance or increases in the 10-Year Treasury Yield (an indicator of rising interest rates and a potential sign of rising prices).

Great-West SecureFoundation® Guarantee

As long as your annual withdrawal never exceeds the guaranteed income amount, the Company will guarantee that level of income for your lifetime.¹⁵ Even if market performance or your **Guaranteed Annual Withdrawals** reduce the **Covered Fund Value** to zero, your income payments are protected from market volatility and times of negative investment returns.

Allocating for income when the time is right

Randy & Laura*

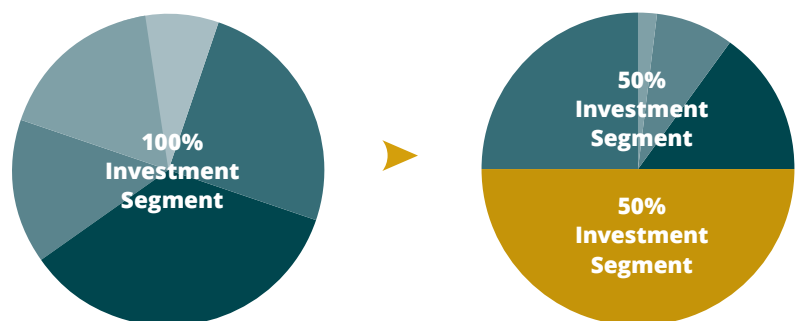
Randy and Laura are in their mid-60s and both have recently retired from their fulfilling and busy careers. Like many couples their age, they are looking forward to spending more time traveling and focusing on their grandchildren. Prior to retirement, Randy and Laura had placed assets in the Great-West Smart Track® **Investment Segment** with a focus toward growth. Now that they have retired, they've decided to shift a large portion of those assets to the **Income Segment**, ensuring a guaranteed monthly income stream they don't have to manage. They leave a portion of assets in the Investment Segment, as well, to take advantage of the tax-deferred growth potential of Great-West Smart Track®.

Always conscious of costs, Laura likes that she and her husband only pay the Guarantee Benefit Fee on the assets in the **Income Segment**. And Randy likes the security of guaranteed income to cover the couple's essential expenses.

FOCUS: Income protection

You can move any portion of your assets into the **Income Segment** when you are ready to begin taking **Guaranteed Annual Withdrawals**.

Example allocations are for illustrative purposes only.



* The scenario above is for illustrative purposes only and is not intended to represent any particular investor in the Great-West Smart Track® II variable annuity. Sample allocations are based on an investment strategy based on risk and return. This is not intended as financial planning or investment advice.

12 <http://www.ssa.gov/planners/lifeexpectancy.htm>, July 2013

13 Withdrawals deplete the Annuity Account Value and can negatively affect your death benefit and potential guaranteed income.

14 The SecureFoundation Guarantee does not guarantee the investment performance of the applicable Great-West SecureFoundation Fund. Neither Great-West Funds, Inc. nor Great-West Capital Management, LLC is responsible for any payments under the SecureFoundation Guarantee.

15 Guarantee is subject to the claims-paying ability of Great-West Life & Annuity Insurance Company or, in New York, Great-West Life & Annuity Insurance Company of New York.

The certainty that comes with guaranteed income

Your possibilities look different when built-in safeguards guarantee a solid retirement income no matter what the market does.

What if ... the market goes up?

Your **Benefit Base** determines the amount of your guaranteed income. The **Benefit Base** is first established when you allocate money to the **Income Segment**. It is measured on each anniversary thereafter, and if on that day your **Covered Fund Value** has increased due to positive fund performance, the **Benefit Base** will step up. Additional transfers and contributions to the **Income Segment** will also increase your **Benefit Base**.¹⁶

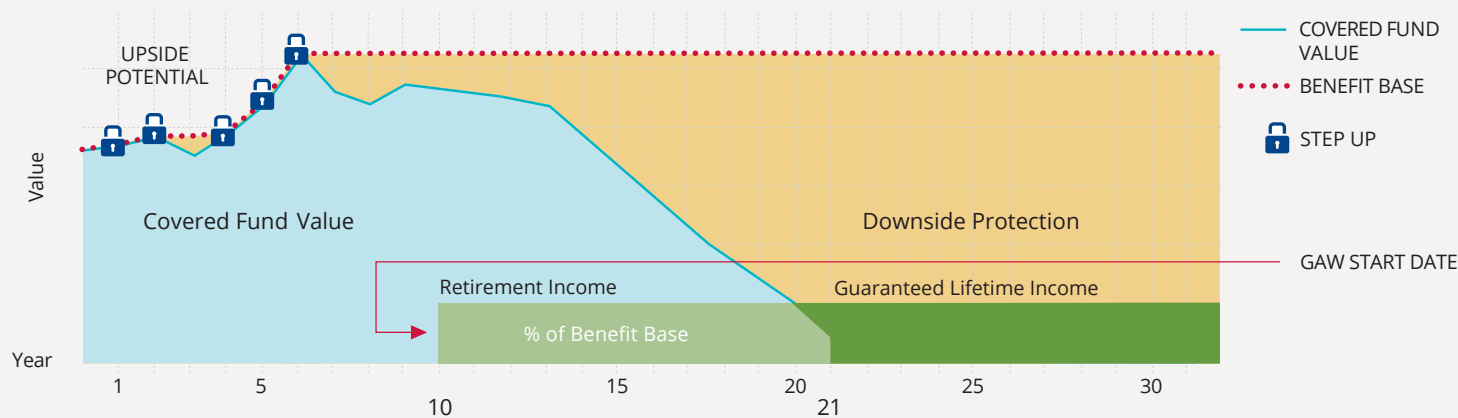
When you decide to start taking withdrawals and lock in a guaranteed income, that amount is guaranteed for your lifetime, or the lifetime of you and your spouse in a joint withdrawal election.¹⁷ After withdrawals have begun, your guaranteed income amount can continue to increase on each anniversary of the initial withdrawal.

What if ... the market goes down?

Your guaranteed income is protected. Even if your **Covered Fund Value** reaches zero due to poor market performance and/or withdrawals up to the **Guaranteed Annual Withdrawal** amount, the Company will continue to provide income at that level for the rest of your life. It's guaranteed.¹⁸

It will be up to you to determine when to start taking withdrawals. The longer you wait, the higher your **Guaranteed Annual Withdrawals** may be.¹⁹ However, you run the risk of not living long enough to reduce the **Covered Fund Value** to zero, or you may not receive enough income to offset the amount of fees paid.

Your contributions and transfers to the **Income Segment** will establish your **Benefit Base**, which is used to calculate your **Guaranteed Annual Withdrawal**. Before you start withdrawals, your **Benefit Base** can step up with positive **Covered Fund** performance. When the time comes and you begin taking your guaranteed income payments, you will "lock in" a **Guaranteed Annual Withdrawal** that can never go down, even if your **Covered Fund Value** declines.²⁰



FOR ILLUSTRATIVE PURPOSES ONLY. This hypothetical example does not represent the performance of any particular investment options.

16 Additional contributions and transfers to the Income Segment are not allowed once Guaranteed Annual Withdrawals begin. Transferring money from the Income Segment to the Investment Segment may be considered an Excess Withdrawal, which can negatively affect your guaranteed income benefits.

17 Excess Withdrawals can negatively affect guaranteed income.

18 Guarantee is subject to the claims-paying ability of Great-West Life & Annuity Insurance Company or, in New York, Great-West Life & Annuity Insurance Company of New York.

19 Installments must be taken before age 91 (90 in New York).

20 Your retirement income is locked in only after you begin taking your guaranteed income payments, which may be many years after initial investment in the Covered Fund, depending on your age.

Opportunities to increase income

What if ... inflation heats up?

When inflation rates rise, your spending power can go down because the cost of goods increases. Because the 10-Year Treasury Yield is an indicator of rising interest rates and a potential sign of rising prices, tying income adjustments to it is a smart inflation risk-management move.²¹ Along with fund increases, your guaranteed income can also adjust upward with increases based on the 10-Year Treasury Yield, if it would result in a larger guaranteed income for you.

Jane

Consider Jane, who at age 65 has decided to begin taking withdrawals from her Great-West Smart Track® variable annuity. She has already shifted most of her assets into the **Income Segment**. Below we demonstrate how the **Benefit Base** adjustments work based on different market and interest rate scenarios. It's important to keep in mind that your guaranteed income amount can never decrease due to declines in the **Covered Fund Value** or interest rates. It can only remain stable or rise.

Jane begins with a **Benefit Base** of \$200,000. Based on her age of 65 and the 10-Year Treasury Yield of 5.30%, her **Guaranteed Annual Withdrawal percentage** equals 5.50%.²² Multiplying that by the **Benefit Base** provides Jane a guaranteed annual income of \$11,000.

Withdrawal start date

Covered Fund Value = \$200,000

Guaranteed Annual Withdrawal % = 5.50%

$\$200,000 \times 5.50\% = \$11,000$



Guaranteed Annual Withdrawal = \$11,000

On the first anniversary, the **Covered Fund Value** increases to \$210,000, while the 10-Year Treasury Yield increases to 5.60%, which keeps the **Guaranteed Annual Withdrawal** percentage at 5.50%. Multiplying \$210,000 by 5.50% equals a new guaranteed income of \$11,550 annually.

First anniversary

Covered Fund Value = \$210,000

Guaranteed Annual Withdrawal % = 5.50%

$\$210,000 \times 5.50\% = \$11,550$



Guaranteed Annual Withdrawal = \$11,550

On the second anniversary, the **Covered Fund Value** decreases to \$175,000 based on market downturns and the prior year's withdrawals. Also, the 10-Year Treasury Yield drops to 4.40%. Jane's guaranteed annual income stays at \$11,550 because \$175,000 multiplied by an annual withdrawal percentage of 4.50% equals \$7,875, which is not an increase.

Second anniversary

Covered Fund Value = \$175,000

Guaranteed Annual Withdrawal % = 4.50%

$\$175,000 \times 4.50\% = \$7,875$



Guaranteed Annual Withdrawal Remains \$11,550

On the third anniversary, the **Covered Fund Value** increases from year two to \$180,000. The 10-Year Treasury Yield also increases to 6.10%, which changes the annual withdrawal percentage to 6.50%. Multiplying \$180,000 by 6.50% equals \$11,700, so Jane now has a new guaranteed income of \$11,700 per year.

Third anniversary

Covered Fund Value = \$180,000

Guaranteed Annual Withdrawal % = 6.50%

$\$180,000 \times 6.50\% = \$11,700$



New Guaranteed Annual Withdrawal = \$11,700

²¹ Annual interest rate adjustments begin when you start taking Guaranteed Annual Withdrawals and will continue as long as you have positive Covered Fund Value.

²² Additional information can be found on page 9 regarding GAW calculations in relation to the 10-Year Treasury Yield.

Why does cost matter?

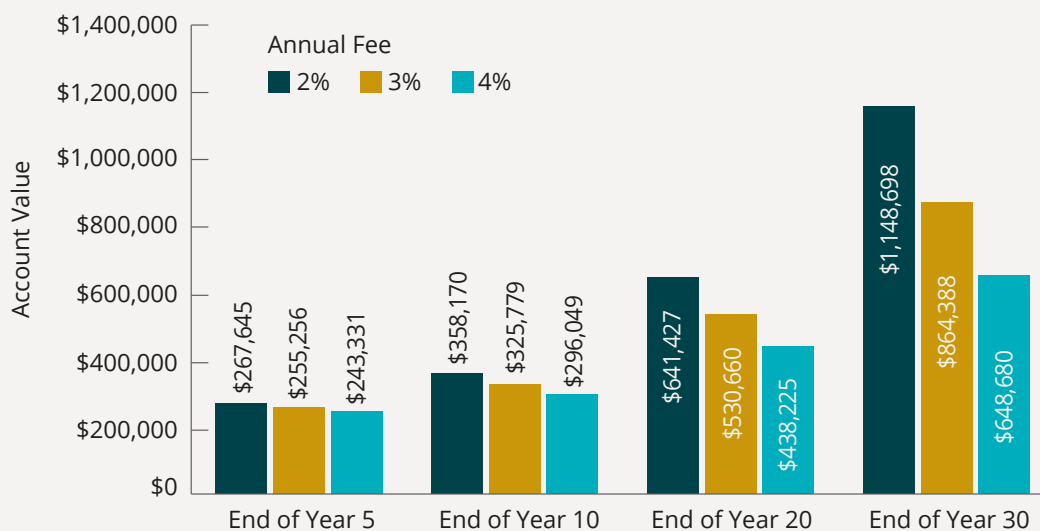
It's a matter of how much of your money is working for you as part of your goal to achieve growth. The lower the fees associated with managing your VA, the more your hard-earned savings are available to compound and grow. As your **Investment Segment** value grows, you can shift those gains into the **Income Segment**, potentially increasing your future retirement income.

Higher fees reduce your growth potential

Various fees can be associated with variable annuities—mortality and expense charges, administrative fees, distribution fees, surrender charges, rider fees, and underlying portfolio expenses. Higher fees will directly affect your growth potential. The hypothetical chart below illustrates the long-term differences based on cumulative fees of 1%, 2% and 3% annually. In 30 years, a seemingly small difference in fees can reduce your returns by nearly half.

Ready for a low-cost²³ financial tool to help secure your future?

Call your investment professional to learn more about Great-West Smart Track[®] variable annuity.



FOR ILLUSTRATIVE PURPOSES ONLY. This hypothetical example does not represent any specific annuity or the performance of any particular investment options. It compares three variable annuity investments of \$200,000 with total annual fees of 2%, 3% and 4%. Each annuity is accumulating at a hypothetical annual rate of return of 8%, minus the annuity/portfolio charges, and the illustration assumes reinvestment of earnings and no withdrawals. Rates of return may vary.

23 Compared to other variable annuities with Guaranteed Lifetime Withdrawal Benefits (GLWBs).
Source: IRI Annuity Fact Book, "Fees Associated with GLWB and GMIB," April 2013.

Important terms

Annuity account value: The sum of the assets in the **Investment Segment** and **Income Segment**.

Benefit base: The Benefit Base is established with the first investment in the Covered Fund. The Benefit Base has no monetary value and is only used to calculate the Guaranteed Annual Withdrawal.

Covered fund: The Great-West SecureFoundation® Balanced Fund.²⁴

Covered fund value: The value of the assets in the **Income Segment**. The Covered Fund Value is not guaranteed and fluctuates with market conditions. The Benefit Base does not protect the Covered Fund Value in the case of market downturns.

Excess withdrawal: Any cumulative withdrawal or transfer from the Covered Fund that exceeds the Guaranteed Annual Withdrawal amount each year. Excess Withdrawals will reduce your Benefit Base proportionately.

Guaranteed annual withdrawal: Annual withdrawal amount that is guaranteed for your lifetime, or the lifetime of you and your spouse if joint withdrawals are elected.

Guaranteed annual withdrawal percentage: Initially determined based on the 10-Year Treasury Yield and your age when your Guaranteed Annual Withdrawals begin.

GUARANTEED ANNUAL WITHDRAWAL PERCENTAGE TABLE

10-Year Treasury Yield	Age 59½-64	Age 65-69	Age 70+
<4%	3.00%	4.00%	4.50%
4%-4.99%	3.15%	4.50%	4.95%
5%-5.99%	3.85%	5.50%	6.05%
6%-6.99%	4.55%	6.50%	7.15%
7%-7.99%	5.25%	7.50%	8.25%
8%+	5.60%	8.00%	8.30%

If joint withdrawals (for you and your spouse) are elected, determine the rate for a single individual based on the younger person's age and multiply it by 0.90.

Income Segment:

The underlying investment option (Covered Fund) covered by the Great-West SecureFoundation® guarantee. Subject to additional fees, terms and restrictions.

Investment Segment:

The collection of underlying investment options, which are not associated with the Great-West SecureFoundation® guarantee.

²⁴ The Great-West SecureFoundation® Balanced Fund is managed by Great-West Capital Management, LLC (GWCM) and may invest in other funds advised by GWCM, funds that are sub-advised by affiliated and unaffiliated sub-advisers retained by GWCM, and funds that are advised by affiliated and unaffiliated investment advisers of GWCM.

Product overview

Death benefit options	Death Benefit Option 1: Return of Annuity Account Value	Death Benefit Option 2: Return the greater of <ul style="list-style-type: none"> • Annuity Account Value, or • Sum of contributions less the impact of withdrawals
Mortality and expense (M&E) charge	Death Benefit Option 1: 0.25% of Annuity Account Value	Death Benefit Option 2: 0.45% of Annuity Account Value
Contribution requirements	Initial contribution must be at least \$10,000. Subsequent contributions must be \$500, or \$100 if automatic bank draft plan is established. Maximum total contribution of \$1 million.	
Maximum age	Death Benefit Option 1: 85	Death Benefit Option 2: 80

INVESTMENT SEGMENT

Total sub-accounts	65+
Portfolio operating expense	0.46% to 1.70% of assets ^{25,26,27}
Diversification	Eight asset classes, 16 fund managers

INCOME SEGMENT

Guarantee benefit fee	<ul style="list-style-type: none"> • The Guarantee Benefit Fee may range from a minimum of 0.70% to a maximum of 1.50%. • The current fee is 1.00% of the Covered Fund Value annually, deducted quarterly, and may increase at any time.
Portfolio operating expense	0.91% of assets ^{25,26,27}
Potential increase to benefit base before starting withdrawals	<p>Two ways:</p> <ul style="list-style-type: none"> • Additional Contributions and Transfers: Increase the Benefit Base dollar-for-dollar. • Step Up: If Covered Fund Value is higher than Benefit Base on an anniversary, Benefit Base will be “stepped up” to the Covered Fund Value.

²⁵ Asset allocation funds are generally subject to an operating expense at the fund level, as well as prorated fund operating expenses of each underlying fund in which they invest. For more information, please refer to the prospectus and/or disclosure document. Portfolios are subject to the risks of the underlying funds.

²⁶ GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution and administrative services.

²⁷ As of May 1, 2013.

Product overview

INCOME SEGMENT *(continued)*

Guaranteed annual withdrawal

First established by multiplying the current **Benefit Base** by the **Guaranteed Annual Withdrawal percentage**.

- When **Covered Fund Value** is positive: Withdrawals come from the **Income Segment** assets.
 - When the **Covered Fund Value** reaches zero as a result of these withdrawals: Great-West Financial continues to make guaranteed income payments.²⁸
 - Additional contributions and transfers to the **Income Segment** are not allowed once **Guaranteed Annual Withdrawals** begin.
-

Guaranteed annual withdrawal percentage

Example based on age and the 10-Year Treasury Yield at the time **Guaranteed Annual Withdrawals** start: If a 65-year-old with a **Benefit Base** of \$150,000 starts taking withdrawals when the 10-Year Treasury Yield is 5.50%:

- 1) The **Guaranteed Annual Withdrawal percentage** will be 5.50%.²⁹
- 2) The **Guaranteed Annual Withdrawal** amount will be $\$150,000 \times 5.50\% = \$8,250$.

The **Guaranteed Annual Withdrawal percentage** varies by the age at which withdrawals start and whether joint withdrawals are elected.

Potential to increase income after starting withdrawals

On each anniversary, your **Benefit Base** will be reviewed, which may result in an increase to your income based on the two following factors:

- Step Up: If **Covered Fund Value** is higher than prior **Benefit Base** on the anniversary, **Benefit Base** will “step up” to **Covered Fund Value**.
 - Interest Rate Reset: If current **Covered Fund Value** multiplied by a hypothetical **Guaranteed Annual Withdrawal** percentage based on the current 10-Year Treasury Yield (with appropriate age/joint variations applied) is higher than current guaranteed income amount, the **Benefit Base** will adjust to current **Covered Fund Value** and the **Guaranteed Annual Withdrawal percentage** will be reset to the higher amount.
-

Impact of withdrawals in excess of the guaranteed amount

Excess Withdrawals reduce the **Benefit Base** and corresponding **Guaranteed Annual Withdrawal** amount.

Terminating the benefit

A full withdrawal of the **Covered Fund Value**, other than by **Guaranteed Annual Withdrawals** or market performance, will result in an automatic cancellation of the Guarantee; reinvestment may occur 90 days after cancellation.

²⁸ Subject to the terms and conditions of the contract and the claims-paying ability of Great-West Life & Annuity Insurance Company or, in New York, Great-West Life & Annuity Insurance Company of New York.

²⁹ Please see the prospectus for details regarding how your Guaranteed Annual Withdrawal percentage is determined.



TRUST THE POSSIBILITIES

of the Great-West Smart Track[®] variable annuity.

Ready to explore your possibilities?

Ready for a low-cost³⁰ financial tool to help secure your retirement income?

Ready for a solution to help offset the impact of inflation?

Ready for a variable annuity with growth potential and guaranteed income that actually adapts to your needs?

Ready for some certainty in your retirement planning?

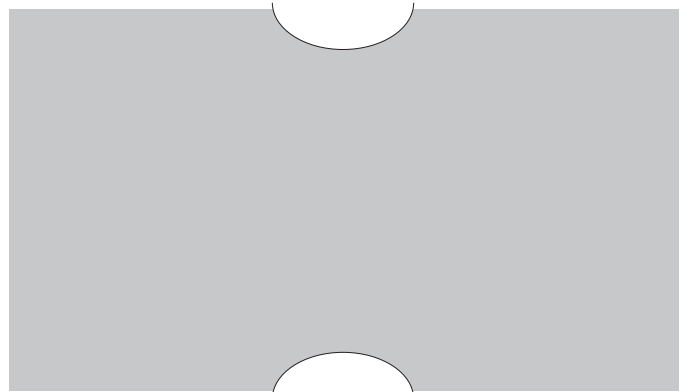
For more information, please visit www.greatwestsmartrack.com.

If you live in New York, please visit www.greatwestsmartrackny.com.

Great-West Smart Track[®] Variable Annuity

- Provides you with both growth potential and income protection.
- Ability to allocate funds between the **Income Segment** and **Investment Segment** as your needs change.
- Low costs, income you can't outlive, and inflation risk management.
- Confidence in the size, strength and stability of Great-West Life & Annuity Insurance Company and Great-West Life & Annuity Insurance Company of New York.

Trust the Possibilities[®]



The Great-West Smart Track® variable annuity is sold by prospectus only. The investment return and principal value of a variable annuity will fluctuate so that an investor's units, when redeemed, may be worth more or less than their original cost. Before purchasing an annuity, you should carefully consider its investment options' objectives and all the risks, charges and expenses associated with the annuity and its investment options. For this and other important information, please call 877-723-8723 to request an annuity prospectus, or you can view the prospectus for the annuity or its underlying funds online. Please read prospectuses carefully before investing or sending money.

GWFS Equities, Inc., or one or more of its affiliates, may receive a fee from the investment option provider for providing certain recordkeeping, distribution and administrative services.

The principal underwriter is GWFS Equities, Inc., and securities, when offered, are offered through GWFS Equities, Inc., and/or other broker dealers.

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