

SUN LIFE FINANCIAL INC

Form 40-F

February 08, 2007

**U.S. Securities and Exchange Commission
Washington, D.C. 20549
Form 40-F**

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

OR

þ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2006**

Commission File Number **001-15014**

Sun Life Financial Inc.

(Exact name of Registrant as specified in its charter)

Canada

(Province or other jurisdiction of incorporation or organization)

52411

(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable

(I.R.S. Employer Identification Number (if applicable))

150 King Street West, 6th Floor, Toronto, Ontario, Canada M5H 1J9 (416) 979-4800

(Address and telephone number of Registrant's principal executive offices)

Sun Life Assurance Company of Canada U.S. Operations Holdings, Inc.

One Sun Life Executive Park

Wellesley Hills, Massachusetts 02481

(781) 237-6030

(Name, address (including zip code) and telephone number (including area code) of
agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of
each
exchange
on which
registered
**New York
Stock
Exchange**

Common Shares

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Not Applicable

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

Not Applicable

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

| | |
|--|--------------------|
| Common Shares | 571,843,922 |
| Class A Preferred Shares Series 1 | 16,000,000 |
| Class A Preferred Shares Series 2 | 13,000,000 |
| Class A Preferred Shares Series 3 | 10,000,000 |
| Class A Preferred Shares Series 4 | 12,000,000 |

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

INCORPORATION BY REFERENCE

Disclosure Controls and Procedures

The information provided under the heading Controls and procedures in the Company's Management's Discussion and Analysis for the year ended December 31, 2006, attached hereto as Exhibit 2, is incorporated by reference herein.

Management's Annual Report on Internal Control Over Financial Reporting

The information provided under the heading Controls and procedures in the Company's Management's Discussion and Analysis for the year ended December 31, 2006, attached hereto as Exhibit 2, and the Management's Annual Report on Internal Control over Financial Reporting included in the Company's Annual Consolidated Financial Statements for the year ended December 31, 2006, attached hereto as Exhibit 1, is incorporated by reference herein.

Attestation Report of the Registered Public Accounting Firm

The Report of Independent Registered Chartered Accountants included in the Company's Annual Consolidated Financial Statements for the year ended December 31, 2006, attached hereto as Exhibit 1, is incorporated by reference herein.

Changes in Internal Control Over Financial Reporting

The information provided under the heading Controls and procedures in the Company's Management's Discussion and Analysis for the year ended December 31, 2006, attached hereto as Exhibit 2, is incorporated by reference herein.

Identification of Audit Committee

The information provided under the heading Directors and executive officers Audit and Conduct Review Committee in the Company's Annual Information Form for the year ended December 31, 2006, attached hereto as Exhibit 3, is incorporated by reference herein.

Audit Committee Financial Expert

The information provided under the heading Directors and executive officers Audit and Conduct Review Committee in the Company s Annual Information Form for the year ended December 31, 2006, attached hereto as Exhibit 3, is incorporated by reference herein.

Code of Ethics

The information provided under the heading Code of ethics in the Company s Annual Information Form for the year ended December 31, 2006, attached hereto as Exhibit 3, is incorporated by reference herein. A copy of the Sun Life Financial Code of Business Conduct is attached hereto as Exhibit 4.

In October 2006, the Sun Life Financial Code of Business Conduct was updated: (a) to amend the Mission, Vision and Values section; (b) to include new provisions related to anti-money laundering/ anti-terrorist financing and fraud reporting; (c) to clarify that service on certain boards do not require pre-clearance; (d) to expand the section on gifts, favours, benefits or entertainment; (e) to clarify the Company s policy on personal relationships to prevent conflicts of interest; (f) to add examples to the section on the use of technology; (g) to add a section on the handling of regulatory and law enforcement investigations; and (h) to make format changes and include statements of broad principles on most pages.

Principal Accountant Fees and Services

The information provided under the heading Directors and executive officers Principal accountant fees and services in the Company s Annual Information Form for the year ended December 31, 2006, attached hereto as Exhibit 3, is incorporated by reference herein. None of the services described under the heading Directors and officers - Principal accountants fees and services in the Company s Annual Information Form for the year ended December 31, 2006, attached hereto as Exhibit 3, were approved by the Audit and Conduct Review Committee of the Company s Board of Directors pursuant to the de minimis exception in paragraph (c)(7)(i)(C) of SEC Rule 2-01 of Regulation S-X.

Off-Balance Sheet Arrangements

The information provided under the heading Financial position and liquidity Off-balance sheet arrangements in the Company s Management s Discussion and Analysis for the year ended December 31, 2006, attached hereto as Exhibit 2 hereto, is incorporated by reference herein.

Tabular Disclosure of Contractual Obligations

The information provided under the heading Financial position and liquidity Contractual obligations in the Company s Management s Discussion and Analysis for the year ended December 31, 2006, attached hereto as Exhibit 2, is incorporated by reference herein.

UNDERTAKING

Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Sun Life Financial Inc

By: /S/ Thomas A. Bogart

**Thomas A. Bogart
Executive Vice-President and
Chief Legal Officer**

Dated: February 8, 2007

EXHIBITS:

1. Consolidated Financial Statement for the Year Ended December 31, 2006
2. Annual Management's Discussion and Analysis for the year ended December 31, 2006
3. Annual Information Form for the year ended December 31, 2006
4. Sun Life Financial Code of Business Conduct
5. Consent of Independent Registered Chartered Accountants.
6. Comments by Auditors on Canada - United States of America Reporting Difference
7. Consent of Appointed Actuary
8. Certifications required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of United States Code, pursuant to Section 906 of the *Sarbanes-Oxley Act* of 2002
9. Certifications required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the *Sarbanes-Oxley Act* of 2002