

Edgar Filing: SUN LIFE FINANCIAL INC - Form S-8 POS

SUN LIFE FINANCIAL INC  
Form S-8 POS  
June 28, 2004

As filed with the Securities and Exchange Commission on June 28, 2004

Registration No. 333-89270

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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post-effective amendment no. 1 to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

SUN LIFE FINANCIAL INC.  
(Exact name of registrant as specified in its charter)

Ontario, Canada  
(States or other jurisdiction of  
incorporation or organization)

98-0226074  
(I.R.S. Employer Identification No.)

150 King Street, West, Suite 1400  
Toronto, Ontario  
M5H 1J9

(Address, including zip code, of registrant's principal executive offices)

MFSAVINGS RETIREMENT PLAN

(Full title of the plan)

Robert T. Burns, Senior Vice President,  
Associate General Counsel and Secretary  
Massachusetts Financial Services Company  
500 Boylston Street  
Boston, Massachusetts 02116  
(617) 954-5845

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

Copies to:

Elizabeth W. Powers  
LeBoeuf, Lamb, Greene & MacRae L.L.P.  
125 West 55th Street  
New York, NY 10019  
(212) 424-8000

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Sun Life Financial Inc. (formerly known as Sun Life Financial Services of Canada Inc.) is filing this post-effective amendment to deregister 552,604 shares of its common stock, without par value, and plan interests that remain unsold as of the date this post-effective amendment is filed. The common stock and interests were registered on this Registration Statement on Form S-8 (No. 333-89270), filed with the Securities and Exchange Commission on May 28, 2002 in connection with the MFSavings Retirement Plan (the "Plan"). The Registrant has terminated the offering of shares and interests under the Plan.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Toronto, Province of Ontario, Canada (City of Boston, Commonwealth of Massachusetts, as to the U.S. representative) on the 25th day of June, 2004.

SUN LIFE FINANCIAL INC.  
(Registrant)

By: /s/ Donald A. Stewart  
-----  
Donald A. Stewart  
Chief Executive Officer

MASSACHUSETTS FINANCIAL SERVICES COMPANY  
(U.S. representative)

By: /s/ Robert T. Burns  
-----  
Robert T. Burns  
Senior Vice President, Associate General  
Counsel and Secretary

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Pursuant to the requirements of the Securities Act of 1933, this post effective amendment No. 1 to the registration statement has been signed by the

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following persons in the capacities and on the dates indicated.

| Signature<br>-----                                    | Title<br>-----   | Date<br>----- |
|---|--|---------------|
| /s/ Donald A. Stewart<br>-----<br>(Donald A. Stewart) | Chief Executive Officer<br>(principal executive officer)                                 | June 25, 2004 |
| /s/ Paul W. Derksen<br>-----<br>(Paul W. Derksen)     | Executive Vice President and<br>Chief Financial Officer<br>(principal financial officer) | June 25, 2004 |
| /s/ Nigel I. Hodges<br>-----<br>(Nigel I. Hodges)     | Vice President and<br>Controller (principal<br>accounting officer)                       | June 25, 2004 |
| /s/ Robert M. Astley<br>-----<br>(Robert M. Astley)   | Director   | June 25, 2004 |
| /s/ James C. Baillie<br>-----<br>(James C. Baillie)   | Director   | June 25, 2004 |
| /s/ William R. Fatt<br>-----<br>(William R. Fatt)     | Director   | June 25, 2004 |
| /s/ Stanley H. Hartt<br>-----<br>(Stanley H. Hartt)   | Director   | June 25, 2004 |
| /s/ David. A. Ganong<br>-----<br>(David A. Ganong)    | Director   | June 25, 2004 |
| /s/ Germaine Gibara<br>-----<br>(Germaine Gibara)     | Director   | June 25, 2004 |
| /s/ Stanley H. Hartt<br>-----<br>(Stanley H. Hartt)   | Director   | June 25, 2004 |
| /s/ Krystyna T. Hoeg<br>-----<br>(Krystyna T. Hoeg)   | Director   | June 25, 2004 |
| /s/ Idalene F. Kesner<br>-----<br>(Idalene F. Kesner) | Director   | June 25, 2004 |
| /s/ John D. McNeil<br>-----<br>(John D. McNeil)       | Director   | June 25, 2004 |

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|   |          |               |
|---|----------|---------------|
| /s/ Bertin F. Nadeau<br>-----<br>(Bertin F. Nadeau)                       | Director | June 25, 2004 |
| /s/ Ronald W. Osborne<br>-----<br>(Ronald W. Osborne)                     | Director | June 25, 2004 |
| /s/ Madeleine M. Paquin<br>-----<br>(Madeleine M. Paquin)                 | Director | June 25, 2004 |
| /s/ C. James Prieur<br>-----<br>(C. James Prieur )                        | Director | June 25, 2004 |
| /s/ Robert P. Reid<br>-----<br>(Robert P. Reid)                           | Director | June 25, 2004 |
| /s/ William W. Stinson<br>-----<br>(William W. Stinson)                   | Director | June 25, 2004 |
| /s/ W. Vickery Stoughton<br>-----<br>(W. Vickery Stoughton)               | Director | June 25, 2004 |
| <br>/s/ Joan M. Wilson<br>-----<br>(Joan M. Wilson)<br>(Attorney-in-fact) |          |               |

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Massachusetts Financial Services Company Retirement Committee that acts as an agent of Massachusetts Financial Services Company in the role as the plan administrator of the MFSavings Retirement Plan, and MFS Heritage Trust Company, as trustee of the MFSavings Retirement Plan, have duly signed this post-effective amendment No. 1 to the registration statement, thereunto duly authorized in the City of Boston, Commonwealth of Massachusetts on the 25th day of June, 2004.

MFSAVINGS RETIREMENT PLAN

By: /s/ Robert J. Manning  
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Robert J. Manning  
Member of the Massachusetts

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Financial Services Company Retirement  
Committee

By: /s/ Eric G. Burns

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Eric G. Burns  
Member of the Massachusetts  
Financial Services Company Retirement  
Committee

By: /s/ Joseph C. Flaherty, Jr.

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Joseph C. Flaherty, Jr.  
Member of the Massachusetts  
Financial Services Company Retirement  
Committee

By: /s/ Carol Geremia

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Carol Geremia  
Member of the Massachusetts  
Financial Services Company Retirement  
Committee

By: /s/ Deborah H. Miller

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Deborah H. Miller  
Member of the Massachusetts  
Financial Services Company Retirement  
Committee

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MFS Heritage Trust Company

By: /s/ Eric G. Burns

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Eric G. Burns  
President

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