

SUN LIFE FINANCIAL INC  
Form 6-K  
December 13, 2011

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16**

**of the Securities Exchange Act of**

**1934**

**For the month of February 2011**

Commission File Number: **001-15014**

**SUN LIFE FINANCIAL INC.**

(the Company )

(Translation of registrant's name into English)

**150 King Street West, Toronto, Ontario, M5H 1J9**

(Address of principal executive offices)

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[Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.]

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing 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.]

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- N/A

Exhibit

99.1 Material Change Report

**SIGNATURE**

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

*Sun Life Financial Inc.*

(Registrant)

Date: February 12, 2011

By */s/ Eric Weinheimer*  
Eric Weinheimer,  
Vice-President and

Associate General Counsel