

SUN LIFE FINANCIAL INC  
Form 6-K  
February 13, 2014

**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 2014**

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)*

[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.]

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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 Certificates of the Company's Chief Executive Officer and Chief Financial Officer pursuant to Canadian Multilateral Instrument 52-109 *Certification of Issuers' Disclosure in Annual and Interim Filings*
- 99.2 Earnings Coverage Ratio pursuant to Canadian National Instrument 44-102 *Shelf Offerings*
- 99.3 Amended and restated By-Law No. 1, approved by the Board of Directors of the Company on February 12, 2014
- 99.4 Amended and restated By-Law No. 2, approved by the Board of Directors of the Company on February 12, 2014

**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 13, 2014

By: /s/ *Eric Weinheimer*

Eric Weinheimer,  
Vice-President and  
Associate General Counsel