

MANULIFE FINANCIAL CORP  
Form 40-F/A  
March 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 40-F/A**

(Amendment No. 1)

(Check One)

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

OR

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

For the fiscal year ended December 31, 2010

Commission file number 1-14942

**MANULIFE FINANCIAL CORPORATION**

(Exact name of Registrant as specified in its charter)

**Canada**

**(Province or other jurisdiction of incorporation or organization)**

**6311**

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

**Not applicable**

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

**200 Bloor Street East, NT 11, Toronto, Ontario, Canada M4W 1E5**

**(416) 926-3000**

**(Address and Telephone Number of Registrant's Principal Executive Offices)**

**James Gallagher, Manulife Financial Corporation, 601 Congress Street, Boston, MA 02210-2805 (617) 663-3000**

**(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  
Common Shares**

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

Securities registered or to be registered pursuant to Section 12(g) of the Act. None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None.

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:

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Common Shares  
Class A Shares, Series 1

1,777,887,785  
14,000,000

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|                          |            |
|--------------------------|------------|
| Class A Shares, Series 2 | 14,000,000 |
| Class A Shares, Series 3 | 12,000,000 |
| Class A Shares, Series 4 | 18,000,000 |
| Class 1 Shares Series 1  | 14,000,000 |

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 file 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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

**Principal Documents**

The Annual Information Form, dated March 25, 2011, for the fiscal year ended December 31, 2010, filed as exhibit 99.1 to this Annual Report on Form 40-F/A is hereby incorporated by reference.

**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, on March 25, 2011.

**MANULIFE FINANCIAL CORPORATION**

By: */s/ Angela K. Shaffer*

Name: Angela K. Shaffer

Title: Vice President and Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1           | Annual Information Form, dated March 25, 2011, for the fiscal year ended December 31, 2010  |
| 99.2           | Sections of the Proxy Circular or 2010 Annual Report, as applicable, entitled<br><br>Business of the Meeting ,<br><br>Nominees for the Board of Directors ,<br><br>Statement of Corporate Governance Practices ,<br><br>Risk Management ,<br><br>Critical Accounting and Actuarial Policies , and<br><br>Significant Subsidiaries<br><br><i>(Incorporated by reference into the Annual Information Form, dated March 25, 2011, for the fiscal year ended December 31, 2010)</i> |
| 99.3           | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934   |
| 99.4           | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934   |
| 99.5           | Section 1350 Certification of Chief Executive Officer   |
| 99.6           | Section 1350 Certification of Chief Financial Officer   |