

SUN LIFE FINANCIAL INC

Form 40-F

February 17, 2004

U.S. Securities and Exchange Commission
Washington, D.C. 20549

Form 40-F

**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, 2003** 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
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.

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)

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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.

599,970,665 common shares were outstanding on December 31, 2003

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

Identification of Audit Committee

The disclosure provided under the heading *DIRECTORS AND EXECUTIVE OFFICERS Board of Directors* on pages 8 and 9 of Exhibit 3 hereto (Annual Information Form for the year ended December 31, 2003) is incorporated by reference herein.

Audit Committee Financial Expert

The disclosure provided under the heading *DIRECTORS AND EXECUTIVE OFFICERS Audit Committee Financial Expert* on page 9 of Exhibit 3 hereto (Annual Information Form for the year ended December 31, 2003) is incorporated by reference herein.

Code of Ethics

The disclosure provided under the heading *CODE OF ETHICS* on page 10 of Exhibit 3 hereto (Annual Information Form for the year ended December 31, 2003) is incorporated by reference herein.

Principal Accountant Fees and Services

The disclosure provided under the heading *PRINCIPAL ACCOUNTANT FEES AND SERVICES* on pages 11 and 12 of Exhibit 3 hereto (Annual Information Form for the year ended December 31, 2003) is incorporated by reference herein.

Off-Balance Sheet Arrangements

The disclosure provided under the heading *OFF-BALANCE SHEET ARRANGEMENTS* on pages 51 to 54 of Exhibit 2 hereto (Management's Discussion and Analysis for the year ended December 31, 2003) is incorporated by reference herein.

Tabular Disclosure of Contractual Obligations

The disclosure provided under the heading *OFF-BALANCE SHEET ARRANGEMENTS - Contractual Obligations* on page 54 of Exhibit 2 hereto (Management's Discussion and Analysis for the year ended December 31, 2003) 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.

Registrant

Sun Life Financial Inc.

By (Signature and Title)

/S/ Thomas A. Bogart

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

Date

February 17, 2004

EXHIBITS:

1. Consolidated Financial Statements for the Year Ended December 31, 2003
2. Management's Discussion and Analysis for the year ended December 31, 2003
3. Renewal Annual Information Form for the year ended December 31, 2003
4. Report on Disclosure Controls and Changes in Internal Control over Financial Reporting
5. Auditors' Consent
6. Comments by Auditors on Canada - United States of America Reporting Difference
7. Consent of Appointed Actuary
8. Notices Regarding Pension Plan Blackout
9. Certification 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

Chief Executive Officer

Chief Financial Officer

10. Certification required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the *Sarbanes-Oxley Act* of 2002

Chief Executive Officer

Chief Financial Officer