

SUN LIFE FINANCIAL INC  
Form 6-K  
February 28, 2012

**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 2012 Commission File Number: 001-15014

**SUN LIFE FINANCIAL INC.**

(the "Company")

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(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.

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

**SIGNATURE**

Pursuant to the requirements 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 28, 2012 By: /s/ "Eric Weinheimer"  
Eric Weinheimer  
Vice-President & Associate General Counsel

**Exhibits** Description

99.1 Press Release dated February 28, 2012 - Sun Life Financial announces an offering of Subordinated Unsecured Debentures