

SUN LIFE FINANCIAL INC

Form 6-K

December 23, 2008

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**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 December 2008**

**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.]

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 Amending Agreement dated December 3, 2008

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SIGNATURE

EX-99.1

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**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: December 23, 2008

By */s/ Thomas A. Bogart*

Thomas A. Bogart,

Executive Vice-President and

Chief Legal Officer