

MANULIFE FINANCIAL CORP
Form 40-F/A
March 23, 2012

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, 2011

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

Name of each exchange on which registered

Common Shares

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

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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:

| | |
|--------------------------|----------------------|
| Common Shares | 1,801,113,056 |
| Class A Shares, Series 1 | 14,000,000 |
| 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 |
| Class 1 Shares Series 3 | 8,000,000 |
| Class 1 Shares Series 5 | 8,000,000 |

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 23, 2012, for the fiscal year ended December 31, 2011, 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 23, 2012.

MANULIFE FINANCIAL CORPORATION

By: */s/ Angela K. Shaffer*

Name: Angela K. Shaffer

Title: Vice President and Corporate Secretary

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 99.1 | Annual Information Form, dated March 23, 2012, for the fiscal year ended December 31, 2011 |
| 99.2 | Sections of the Proxy Circular or 2011 Annual Report, as applicable, entitled Business of the Meeting , Nominees for the Board of Directors , Statement of Corporate Governance Practices , Risk Management and Risk Factors , Asset Liability Management Strategy , Critical Accounting and Actuarial Policies , Note 10 to the Consolidated Financial Statements Risk Management , and Subsidiaries <i>(Incorporated by reference into the Annual Information Form, dated March 23, 2012, for the fiscal year ended December 31, 2011)</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 |