

SUN LIFE FINANCIAL INC  
Form 6-K  
August 24, 2006

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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 August 2006.

**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**

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*(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

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**Exhibits:**

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99.1 Material Change Report dated August 23, 2006

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**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: August 24, 2006

By: /s/ "Thomas A. Bogart"

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