

MANULIFE FINANCIAL CORP
Form S-8 POS
March 26, 2014

Registration No. 333-91102

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Manulife Financial Corporation
(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

None
(I.R.S. Employer
Identification No.)

200 Bloor Street East
Toronto, Ontario, Canada M4W 1E5
(Address of Principal Executive Offices)
(Zip Code)

Manulife Financial Corporation Director Equity Incentive Plan
(Full title of the plan)

James Gallagher
Manulife Financial Corporation
73 Tremont Street, Suite 1300
Boston, Massachusetts 02108-3915
(Name and address of agent for service)

617-663-2126
(Telephone number, including area code, of agent for service)

copies of communications to:

Stephen Sigundson

Alan H. Paley

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Manulife Financial Corporation
200 Bloor Street East, North Tower
Toronto, Ontario, Canada
M4W 1E5
416-926-6620

Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
212-909-6694

EXPLANATORY NOTE – DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) relates to Registration Statement No. 333-91102 of Manulife Financial Corporation (the “Company”) on Form S-8 (the “Registration Statement”), registering common shares of the Company that may be offered under the Manulife Financial Corporation Director Equity Incentive Plan (the “Plan”).

On February 13, 2014, the Board of Directors of the Company terminated the Plan effective February 13, 2014. No awards remain outstanding under the Plan. Accordingly, the Company is filing this Post-Effective Amendment pursuant to Rule 478 under the Securities Act of 1933, as amended, to hereby terminate the effectiveness of the Registration Statement. The Company hereby removes from registration any common shares registered under the Registration Statement as of the date of this Post-Effective Amendment that have not previously been sold under the Plan.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto, Province of Ontario, Canada, on March 25, 2014.

Manulife Financial Corporation

By: /s/ Stephen Sigurdson

Name: Stephen Sigurdson

Title: Executive Vice President, General Counsel
Canada & Corporate Secretary

