

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

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Registration No. 333-91102

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

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

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

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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)

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

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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)

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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

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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.

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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

