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SUN LIFE FINANCIAL INC
Form 13F-HR
May 14, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Sun Life Financial Inc.

Address: 150 King Street West

Toronto, Ontario, Canada, M5H 1J9

Form 13F File Number: 28-05799

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: John Vaz

Title: Compliance Analyst

Phone: 781-446-2420

Signature, Place, and Date of Signing:

/s/ John Vaz Wellesley Hills, MA May 10, 2013

[Signature] [City, State] [Date]

Report Type (Check only one.):

/ / 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

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// 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

/X/ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

| | |
|----------------------|---------------|
| Form 13F File Number | Name |
| 28-06597 | McLean Budden |
| ----- | ----- |
| 28-04968 | MFS |
| ----- | ----- |

[Repeat as necessary.]

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 198

Form 13F Information Table Value Total: US\$1,320,862

 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| | | |
|-------|----------------------|--------------------------------------|
| No. | Form 13F File Number | Name |
| 1 | 28-12046 | Sun Capital Advisers LLC. |
| ----- | ----- | ----- |
| 2 | 28-12047 | Sun Life Assurance Company of Canada |
| ----- | ----- | ----- |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | |
|----------------|----------------|-----------|--------------------|--------------------|----------------------|------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PUT/ PRN CALL | INVESTMEN DISCRETIO |
| 3M CO | COM | 88579Y101 | 6,651 | 62,560 SH | SOLE | |

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| | | | | | | |
|----------------------------------|----------|-----------|--------|------------|----|------|
| 3M CO | COM | 88579Y101 | 1,593 | 14,981 | SH | SOLE |
| Abbott Laboratories | COM | 002824100 | 883 | 25,000 | SH | SOLE |
| Abbvie Inc | COM | 00287Y109 | 1,020 | 25,000 | SH | SOLE |
| Acme Packet Inc | COM | 004764106 | 13,707 | 469,098 | SH | SOLE |
| Aeropostale Inc | COM | 007865108 | 10,833 | 796,571 | SH | SOLE |
| Aeropostale Inc | COM | 007865108 | 1,940 | 142,656 | SH | SOLE |
| AES Corporation | COM | 00130H105 | 3,743 | 297,733 | SH | SOLE |
| AES Corporation | COM | 00130H105 | 1,252 | 99,571 | SH | SOLE |
| American International Group | COM NEW | 026874784 | 7,511 | 193,475 | SH | SOLE |
| Amgen Inc | COM | 031162100 | 6,648 | 64,851 | SH | SOLE |
| Amgen Inc | COM | 031162100 | 2,391 | 23,320 | SH | SOLE |
| Apple Inc | COM | 037833100 | 1,063 | 2,401 | SH | SOLE |
| Archer Daniels Midland | COM | 039483102 | 5,320 | 157,715 | SH | SOLE |
| AT&T Inc | COM | 00206R102 | 7,231 | 197,094 | SH | SOLE |
| AT&T Inc | COM | 00206R102 | 2,391 | 65,170 | SH | SOLE |
| Bank of America Corp | COM | 060505104 | 2,239 | 183,820 | SH | SOLE |
| Barclays Bank Plc | CALL | 06738C828 | 14,437 | 14,905,000 | SH | SOLE |
| Barclays Bank Plc | CALL | 06738C828 | 18,345 | 18,940,000 | SH | SOLE |
| Baxter International Inc | COM | 071813109 | 5,057 | 69,624 | SH | SOLE |
| Baxter International Inc | COM | 071813109 | 1,924 | 26,484 | SH | SOLE |
| BB&T Corporation | COM | 054937107 | 3,748 | 119,407 | SH | SOLE |
| Berkshire Hathaway Inc | CL B NEW | 084670702 | 5,083 | 48,779 | SH | SOLE |
| Berkshire Hathaway Inc | CL B NEW | 084670702 | 1,779 | 17,070 | SH | SOLE |
| Boeing Company | COM | 097023105 | 6,119 | 71,274 | SH | SOLE |
| Boeing Company | COM | 097023105 | 1,419 | 16,534 | SH | SOLE |
| Boston Scientific Corp | COM | 101137107 | 11,526 | 1,475,791 | SH | SOLE |
| Boston Scientific Corp | COM | 101137107 | 4,110 | 526,296 | SH | SOLE |
| BOSTON SCIENTIFIC CORPORATION | COM | 101137107 | 7,420 | 950,000 | SH | SOLE |
| Bristol-Myers Squibb | COM | 110122108 | 7,560 | 183,544 | SH | SOLE |
| Bristol-Myers Squibb | COM | 110122108 | 1,930 | 46,855 | SH | SOLE |
| Bunge Limited | COM | G16962105 | 4,652 | 63,010 | SH | SOLE |
| Bunge Limited | COM | G16962105 | 1,643 | 22,260 | SH | SOLE |
| Caterpillar Inc | COM | 149123101 | 1,566 | 18,009 | SH | SOLE |
| CCG Commercial Pool II Inc | PFD | 12501RAF6 | 330 | 1,000 | SH | SOLE |
| Centurylink Inc | COM | 156700106 | 3,290 | 93,652 | SH | SOLE |
| Centurylink Inc | COM | 156700106 | 1,318 | 37,531 | SH | SOLE |
| Charles Schwab Corp | COM | 808513105 | 4,535 | 256,345 | SH | SOLE |
| Charles Schwab Corp | COM | 808513105 | 1,141 | 64,491 | SH | SOLE |
| Chevron Corp | COM | 166764100 | 11,840 | 99,649 | SH | SOLE |
| Chevron Corp | COM | 166764100 | 3,640 | 30,632 | SH | SOLE |
| Cisco Systems Inc | COM | 17275R102 | 1,965 | 93,996 | SH | SOLE |
| Citigroup Inc | COM NEW | 172967424 | 1,434 | 32,408 | SH | SOLE |
| Clean Energy Fuels Corp | COM | 184499101 | 4,148 | 319,063 | SH | SOLE |
| Clean Energy Fuels Corp | COM | 184499101 | 1,398 | 107,504 | SH | SOLE |
| Coca-Cola Co | COM | 191216100 | 6,738 | 166,606 | SH | SOLE |
| Coca-Cola Co | COM | 191216100 | 1,694 | 41,880 | SH | SOLE |
| Commvault Systems Inc | COM | 204166102 | 6,081 | 74,182 | SH | SOLE |
| ConocoPhillips | COM | 20825C104 | 5,225 | 86,931 | SH | SOLE |
| ConocoPhillips | COM | 20825C104 | 1,213 | 20,176 | SH | SOLE |
| Consolidated Edison Inc | COM | 209115104 | 1,515 | 24,817 | SH | SOLE |
| Cosi Inc | COM | 22122P101 | 688 | 996,776 | SH | SOLE |
| Cosi Inc | COM | 22122P101 | 256 | 371,709 | SH | SOLE |
| CVS Caremark Corporation | COM | 126650100 | 5,046 | 91,758 | SH | SOLE |
| CVS Caremark Corporation | COM | 126650100 | 1,778 | 32,334 | SH | SOLE |
| Deckers Outdoor Corp | COM | 243537107 | 8,625 | 154,867 | SH | SOLE |
| Deckers Outdoor Corp | COM | 243537107 | 6,660 | 119,593 | SH | SOLE |
| Denbury Res Inc | COM | 247916208 | 4,773 | 255,932 | SH | SOLE |
| Denbury Res Inc | COM | 247916208 | 1,622 | 86,993 | SH | SOLE |
| DR Horton Inc | COM | 23331A109 | 6,153 | 253,191 | SH | SOLE |

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|--|---------------------|-----------|--------|------------|------|
| Duke Energy Corp | COM NEW | 26441C204 | 1,611 | 22,192 SH | SOLE |
| EI Dupont de Nemour and Co | COM | 263534109 | 1,578 | 32,108 SH | SOLE |
| Eli Lilly & Co | COM | 532457108 | 5,629 | 99,118 SH | SOLE |
| Eli Lilly & Co | COM | 532457108 | 1,920 | 33,815 SH | SOLE |
| Emerson Electric Co | COM | 291011104 | 4,480 | 80,185 SH | SOLE |
| Emerson Electric Co | COM | 291011104 | 1,555 | 27,841 SH | SOLE |
| EOG Resources | COM | 26875P101 | 4,806 | 37,526 SH | SOLE |
| EOG Resources | COM | 26875P101 | 1,695 | 13,234 SH | SOLE |
| Express Inc | COM | 30219E103 | 12,781 | 717,630 SH | SOLE |
| Express Inc | COM | 30219E103 | 2,260 | 126,877 SH | SOLE |
| Exxon Mobil Corp | COM | 30231G102 | 13,954 | 154,860 SH | SOLE |
| Exxon Mobil Corp | COM | 30231G102 | 3,543 | 39,315 SH | SOLE |
| Fifth Third Bancorp | COM | 316773100 | 4,617 | 283,075 SH | SOLE |
| Forest Laboratories Inc | COM | 345838106 | 7,890 | 207,410 SH | SOLE |
| Forest Laboratories Inc | COM | 345838106 | 2,778 | 73,031 SH | SOLE |
| Fusion-io Inc | COM | 36112J107 | 11,240 | 686,605 SH | SOLE |
| Fusion-io Inc | COM | 36112J107 | 3,800 | 232,122 SH | SOLE |
| General Electric Company | COM | 369604103 | 9,542 | 412,718 SH | SOLE |
| General Electric Company | COM | 369604103 | 2,902 | 125,522 SH | SOLE |
| Goldman Sachs Group Inc | COM | 38141G104 | 5,825 | 39,584 SH | SOLE |
| Goldman Sachs Group Inc | COM | 38141G104 | 1,510 | 10,265 SH | SOLE |
| Goodyear Tire & Rubber Co | COM | 382550101 | 4,271 | 338,704 SH | SOLE |
| Goodyear Tire & Rubber Co | COM | 382550101 | 1,490 | 118,150 SH | SOLE |
| Google Inc | CL A | 38259P508 | 10,526 | 13,256 SH | SOLE |
| Google Inc | CL A | 38259P508 | 2,627 | 3,309 SH | SOLE |
| Halozyme Therapeutics Inc | COM | 40637H109 | 4,412 | 764,566 SH | SOLE |
| Halozyme Therapeutics Inc | COM | 40637H109 | 1,080 | 187,142 SH | SOLE |
| Hess Corporation | COM | 42809H107 | 4,431 | 61,876 SH | SOLE |
| Hess Corporation | COM | 42809H107 | 1,418 | 19,796 SH | SOLE |
| Home Depot Inc | COM | 437076102 | 2,163 | 31,000 SH | SOLE |
| Honeywell International Inc | COM | 438516106 | 8,434 | 111,930 SH | SOLE |
| Honeywell International Inc | COM | 438516106 | 1,894 | 25,136 SH | SOLE |
| IBM Corp | COM | 459200101 | 1,700 | 7,969 SH | SOLE |
| Intel Corp | COM | 458140100 | 1,309 | 59,918 SH | SOLE |
| INTERMEC INC | COM | 458786100 | 3,195 | 325,000 SH | SOLE |
| International Paper Co | COM | 460146103 | 15,291 | 328,271 SH | SOLE |
| International Paper Co | COM | 460146103 | 3,333 | 71,552 SH | SOLE |
| ISHares | MSCI UTD KINGD | 464286699 | 3,359 | 183,870 SH | SOLE |
| ISHares | MSCI EAFE Index | 464287465 | 25,293 | 428,838 SH | SOLE |
| ISHARES MSCI EAFE INDEX FUND | MSCI EAFE Index | 464287465 | 7,160 | 121,400 SH | SOLE |
| ISHARES MSCI FRANCE INDEX FUND | MSCI France Index | 464286707 | 3,520 | 151,650 SH | SOLE |
| ISHARES MSCI GERMANY INDEX | MSCI Germany Index | 464286806 | 673 | 27,500 SH | SOLE |
| ISHARES MSCI JAPAN FUND | MSCI Japan Index | 464286848 | 7,765 | 718,956 SH | SOLE |
| ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND | MSCI Mexico | 464286822 | 1,509 | 20,225 SH | SOLE |
| ISHARES MSCI UNITED KINGDOM INDEX FUND | MSCI United Kingdom | 464286699 | 2,706 | 148,100 SH | SOLE |
| Johnson & Johnson | COM | 478160104 | 3,691 | 45,275 SH | SOLE |
| JP Morgan Chase & Co | COM | 46625H100 | 2,831 | 59,643 SH | SOLE |
| Kayne Anderson ETR Fund Inc | PFD | 48660P2#0 | 17,040 | 600,000 SH | SOLE |

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|--------------------------------|------------|-----------|--------|--------------|------|
| Kayne Anderson Midstream Enrgy | PFD | 48661E2*8 | 17,340 | 600,000 SH | SOLE |
| Kayne Anderson MLP Investment | PFD | 4866062#2 | 17,100 | 600,000 SH | SOLE |
| Kayne Anderson MLP Investment | PFD | 4866064#0 | 13,068 | 440,000 SH | SOLE |
| Kimberly-Clark Corp | COM | 494368103 | 6,566 | 67,017 SH | SOLE |
| Kimberly-Clark Corp | COM | 494368103 | 1,564 | 15,966 SH | SOLE |
| Kohls Corp | COM | 500255104 | 1,384 | 29,994 SH | SOLE |
| Kraft Foods Group Inc | COM | 50076Q106 | 691 | 13,418 SH | SOLE |
| Lear Corporation | CALL | 521865113 | 0 | 1,957 SH | SOLE |
| Lear Corporation | COM NEW | 521865204 | 961 | 17,522 SH | SOLE |
| Legg Mason Inc | COM | 524901105 | 4,775 | 148,519 SH | SOLE |
| Legg Mason Inc | COM | 524901105 | 1,687 | 52,460 SH | SOLE |
| Lloyds Banking Group Plc | COM | 539439AC3 | 1,314 | 1,460,000 SH | SOLE |
| Lockheed Martin Corp | COM | 539830109 | 3,803 | 39,401 SH | SOLE |
| Lockheed Martin Corp | COM | 539830109 | 1,347 | 13,959 SH | SOLE |
| McDonald's Corp | COM | 580135101 | 3,250 | 32,602 SH | SOLE |
| Merck & Co Inc | COM | 58933Y105 | 6,480 | 146,515 SH | SOLE |
| Merck & Co Inc | COM | 58933Y105 | 1,622 | 36,675 SH | SOLE |
| Merge Healthcare Inc | COM | 589499102 | 2,861 | 989,930 SH | SOLE |
| Merge Healthcare Inc | COM | 589499102 | 730 | 252,733 SH | SOLE |
| Metlife Inc | COM | 59156R108 | 3,741 | 98,384 SH | SOLE |
| Microsoft Corp | COM | 594918104 | 1,511 | 52,807 SH | SOLE |
| Mondelez International Inc | CL A | 609207105 | 1,232 | 40,255 SH | SOLE |
| Morgan Stanley | COM NEW | 617446448 | 3,203 | 145,739 SH | SOLE |
| Morgan Stanley | COM NEW | 617446448 | 1,061 | 48,290 SH | SOLE |
| Mosaic Holdings Inc | COM | 61945C103 | 8,237 | 138,175 SH | SOLE |
| Mosaic Holdings Inc | COM | 61945C103 | 2,025 | 33,969 SH | SOLE |
| MRV Communications Inc | COM | 553477407 | 158 | 15,182 SH | SOLE |
| MRV Communications Inc | COM | 553477407 | 2,601 | 250,137 SH | SOLE |
| Neuberger Berman Real Estate | PFD | 64190A2#9 | 27,106 | 1,000 SH | SOLE |
| Occidental Petroleum Corp | COM | 674599105 | 3,517 | 44,872 SH | SOLE |
| Occidental Petroleum Corp | COM | 674599105 | 1,240 | 15,824 SH | SOLE |
| Palo Alto Networks Inc | COM | 697435105 | 13,887 | 245,347 SH | SOLE |
| Palo Alto Networks Inc | COM | 697435105 | 5,241 | 92,597 SH | SOLE |
| Pep-Boys Manny Moe & Jack | COM | 713278109 | 4,925 | 417,710 SH | SOLE |
| Pep-Boys Manny Moe & Jack | COM | 713278109 | 1,733 | 146,987 SH | SOLE |
| Pepsico Inc | COM | 713448108 | 6,533 | 82,585 SH | SOLE |
| Pepsico Inc | COM | 713448108 | 1,607 | 20,310 SH | SOLE |
| Pfizer Inc | COM | 717081103 | 9,246 | 320,365 SH | SOLE |
| Pfizer Inc | COM | 717081103 | 1,344 | 46,581 SH | SOLE |
| Philip Morris International | COM | 718172109 | 4,584 | 49,441 SH | SOLE |
| Philip Morris International | COM | 718172109 | 1,615 | 17,422 SH | SOLE |
| PNC Financial Services Group | COM | 693475105 | 5,563 | 83,657 SH | SOLE |
| POWERSHARES QQQ | UNIT SER 1 | 73935A104 | 29,105 | 422,000 SH | SOLE |
| Procter & Gamble Co | COM | 742718109 | 10,546 | 136,857 SH | SOLE |
| Procter & Gamble Co | COM | 742718109 | 2,361 | 30,641 SH | SOLE |
| Prudential Financial Inc | COM | 744320102 | 3,678 | 62,354 SH | SOLE |
| Raytheon Company | COM NEW | 755111507 | 3,863 | 65,705 SH | SOLE |
| Raytheon Company | COM NEW | 755111507 | 1,369 | 23,278 SH | SOLE |
| Resolute Forest Products | COM | B87SJM7 | 46 | 2,841 SH | SOLE |
| Riverbed Technology Inc | COM | 768573107 | 6,643 | 445,526 SH | SOLE |

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|--|---------|-----------|---------|---------------|------|
| Riverbed Technology Inc | COM | 768573107 | 2,380 | 159,641 SH | SOLE |
| Silicon Graphics International | COM | 82706L108 | 11,978 | 871,123 SH | SOLE |
| Silicon Graphics International | COM | 82706L108 | 4,366 | 317,493 SH | SOLE |
| SILICON GRAPHICS INTERNATIONAL CORP | COM | 82706L108 | 12,932 | 940,500 SH | SOLE |
| Sourcefire Inc | COM | 83616T108 | 12,287 | 207,439 SH | SOLE |
| SPDR S&P 500 ETF TRUST | TR UNIT | 78462F103 | 300,521 | 1,949,149 SH | SOLE |
| Splunk Inc | COM | 848637104 | 5,334 | 133,246 SH | SOLE |
| Splunk Inc | COM | 848637104 | 1,827 | 45,636 SH | SOLE |
| State Street Corp | COM | 857477103 | 5,288 | 89,490 SH | SOLE |
| State Street Corp | COM | 857477103 | 1,602 | 27,104 SH | SOLE |
| Talisman Energy Inc | COM | 87425E103 | 4,020 | 328,200 SH | SOLE |
| Talisman Energy Inc | COM | 87425E103 | 1,393 | 113,700 SH | SOLE |
| Target Corporation | COM | 87612E106 | 4,706 | 68,750 SH | SOLE |
| Target Corporation | COM | 87612E106 | 1,588 | 23,194 SH | SOLE |
| Travelers Cos Inc | COM | 89417E109 | 7,316 | 86,900 SH | SOLE |
| Travelers Cos Inc | COM | 89417E109 | 2,092 | 24,845 SH | SOLE |
| United Technologies Corp | COM | 913017109 | 7,700 | 82,415 SH | SOLE |
| United Technologies Corp | COM | 913017109 | 1,587 | 16,988 SH | SOLE |
| US Bancorp | COM NEW | 902973304 | 7,026 | 207,074 SH | SOLE |
| US Bancorp | COM NEW | 902973304 | 1,673 | 49,307 SH | SOLE |
| Valero Energy Corp | COM | 91913Y100 | 6,649 | 146,163 SH | SOLE |
| Vanguard REIT ETF | COM | 922908553 | 73,817 | 1,046,600 SH | SOLE |
| Vanguard REIT ETF | COM | 922908553 | 11,829 | 167,710 SH | SOLE |
| Vasco Data Security Intl Inc | COM | 92230Y104 | 4,624 | 547,840 SH | SOLE |
| Vasco Data Security Intl Inc | COM | 92230Y104 | 1,799 | 213,102 SH | SOLE |
| Verizon Communications Inc | COM | 92343V104 | 7,976 | 162,281 SH | SOLE |
| Verizon Communications Inc | COM | 92343V104 | 1,720 | 35,000 SH | SOLE |
| Vicor Corp | COM | 925815102 | 857 | 172,405 SH | SOLE |
| VICOR CORPORATION | COM | 925815102 | 2,719 | 547,164 SH | SOLE |
| VM Ware Inc | COM | 928563402 | 7,446 | 94,397 SH | SOLE |
| VM Ware Inc | COM | 928563402 | 1,299 | 16,469 SH | SOLE |
| Wachovia Capital Trust III | CALL | 92978AAA0 | 16,056 | 16,000,000 SH | SOLE |
| Wachovia Capital Trust III | CALL | 92978AAA0 | 1,004 | 1,000,000 SH | SOLE |
| Wal-Mart Stores Inc | COM | 931142103 | 1,712 | 22,876 SH | SOLE |
| Walt Disney Co | COM | 254687106 | 3,139 | 55,272 SH | SOLE |
| Walt Disney Co | COM | 254687106 | 1,059 | 18,648 SH | SOLE |
| Wells Fargo & Co | COM | 949746101 | 3,575 | 96,635 SH | SOLE |
| Wet Seal Inc | CL A | 961840105 | 1,973 | 653,453 SH | SOLE |
| Wet Seal Inc | CL A | 961840105 | 673 | 222,943 SH | SOLE |
| XL Group Plc | CALL | 98372PAJ7 | 385 | 394,000 SH | SOLE |

1,320,862