

MANULIFE FINANCIAL CORP

Form 40-F/A

April 21, 2005

**U.S. 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, 2004

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
(617) 572-6000**

(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

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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

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: 807,562,047 common shares

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

Explanation of Amendment

On April 21, 2005, Manulife Financial Corporation (the Company) filed along with John Hancock Life Insurance Company (the Life Company), a wholly-owned subsidiary of the Company, a joint registration statement with the Commission relating to the sale, following the effectiveness of such registration statement, of certain medium term notes (SignatureNotes) by the Life Company and the Company's full and unconditional subordinated guarantee of the Life Company's payment obligations in respect thereof. On April 21, 2005, the Company also filed along with John Hancock Variable Life Variable Life Insurance Company (the Variable Company), a wholly-owned subsidiary of the Company, a joint registration statement with the Commission relating to the sale of fixed investment period options under deferred annuity contracts that contain a market value adjustment feature (MVAs) of the Variable Company (which contracts and MVAs are to be sold following the effectiveness of such registration statement) and the Company's full and unconditional subordinated guarantee of the Variable Company's payment obligations in respect thereof. The Company is filing this First Amended Form 40-F/A (Form 40-F/A) for the year ended December 31, 2004, in order to amend note 23 of the audited comparative consolidated financial statements for the years ended December 31, 2004 and 2003 to include a new subpart (i), which contains certain condensed consolidating financial information, in relation to the registration of the SignatureNotes and MVAs and the related subordinated guarantees of the Company.

Principal Documents

The following documents, filed or previously filed as exhibits 99.1, 99.2 and 99.3 hereto, are hereby incorporated by reference into this Annual Report:

- (a) Renewal Annual Information Form, dated March 21, 2005, for the fiscal year ended December 31, 2004 (previously filed);
- (b) Management's Discussion and Analysis for the fiscal year ended December 31, 2004 (previously filed); and
- (c) Consolidated Financial Statements for the fiscal year ended December 31, 2004 (*Note 23 to the Consolidated Financial Statements relates to United States Accounting Principles and Reporting (U.S. GAAP)*).

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Certifications and Disclosure Regarding Controls and Procedures.

(a) Certifications. See Exhibits 99.4 and 99.5 to this Annual Report on Form 40-F.

(b) Disclosure Controls and Procedures. As of the end of Manulife Financial Corporation's (the Company) fiscal year ended December 31, 2004, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) was carried out under the supervision and with the participation of the Company's principal executive officer and principal financial officer. Based upon that evaluation, the Company's principal executive officer and principal financial officer have concluded that as of the end of that fiscal year, the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

(c) Changes in Internal Control Over Financial Reporting. No change in the Company's internal controls over financial reporting (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended) occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking.

The registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process.

The Company has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name or address of the agent for service of process of the registrant shall be communicated promptly to the Securities and Exchange Commission by an amendment to the Form F-X referencing the file number of the relevant registration statement.

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 amendment to its annual report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 21, 2005.

Manulife Financial Corporation

By: /s/ Christer V. Ahlvik

Name: Christer V. Ahlvik

Title: Vice President, Corporate Law and
Corporate Secretary

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EXHIBIT INDEX

| Exhibit | Description |
|---------|--|
| 99.1* | Renewal Annual Information Form, dated March 21, 2005, for the fiscal year ended December 31, 2004 |
| 99.2* | Management's Discussion and Analysis for the fiscal year ended December 31, 2004 |
| 99.3 | Consolidated Financial Statements for the fiscal year ended December 31, 2004 (<i>Note 23 to the Consolidated Financial Statements relates to United States Accounting Principles and Reporting (U.S. GAAP)</i>) |
| 99.4 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934 |
| 99.5 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14 of the Securities Exchange Act of 1934 |
| 99.6 | Section 1350 Certification of Chief Executive Officer |
| 99.7 | Section 1350 Certification of Chief Financial Officer |
| 99.8 | Consent of Independent Registered Public Accounting Firms |
| 99.9* | Consent of Appointed Actuary |
| 99.10* | Sections of the 2004 Annual Report entitled Business of the Annual Meeting Appointment of Auditors, Board of Directors, Statement of Corporate Governance Practices, Risk Management and Principal Subsidiaries (<i>Incorporated by reference into the Renewal Annual Information Form, dated March 21, 2005, for the fiscal year ended December 31, 2004</i>) |
| 99.11* | Annual Report of John Hancock Financial Services, Inc. (SEC File No. 1-15607) on Form 10-K for the twelve months ended December 31, 2003, filed on March 15, 2004 (<i>Incorporated by reference into the Renewal Annual Information Form, dated March 21, 2005, for the fiscal year ended December 31, 2004</i>) |
| 99.12* | Quarterly Statement of John Hancock Financial Services, Inc. (SEC File No. 1-15607) on Form 10-Q for the three months ended March 31, 2004, filed on June 7, 2004 (<i>Incorporated by reference into the Renewal Annual Information Form, dated March 21, 2005, for the fiscal year ended December 31, 2004</i>) |

Exhibit Description

99.13* Code of Business Conduct and Ethics (*Amended as of February 10, 2005*)

* Previously filed