

MANULIFE FINANCIAL CORP  
Form 6-K  
September 15, 2010

**UNITED STATES  
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 September 2010  
Commission File Number 1-14942  
MANULIFE FINANCIAL CORPORATION**

(Translation of registrant's name into English)  
**200 Bloor Street East,  
North Tower 10  
Toronto, Ontario, Canada M4W 1E5  
(416) 926-3000**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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-

\_\_\_\_\_.

---

**DOCUMENTS FILED AS PART OF THIS FORM 6-K**

The following documents, filed as exhibits to this Form 6-K, are incorporated by reference as part of this Form 6-K:

| Exhibit | Description of Exhibit |
|---------|------------------------|
|---------|------------------------|

|      |  |
|------|--|
| 99.1 | Underwriting Agreement, dated September 14, 2010, among Manulife Financial Corporation and the underwriters named therein. |
|------|--|

---

**SIGNATURES**

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.

**MANULIFE FINANCIAL CORPORATION**

By: /s/ David Kerr

Name: David Kerr

Title: AVP, Senior Counsel and Assistant  
Corporate Secretary

Date: September 15, 2010

---

**EXHIBIT INDEX**

| Exhibit | Description of Exhibit   |
|---------|--|
| 99.1    | Underwriting Agreement, dated September 14, 2010, among Manulife Financial Corporation and the underwriters named therein. |