

Kinder Morgan Canada Ltd
Form SC 13G/A
March 13, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Amendment No.1) *

Under the Securities Exchange Act of 1934

Kinder Morgan Canada Ltd.

(Name of Issuer)

Restricted Voting Shares (Shares)

(Title of Class of Securities)

494549207

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 494549207

1 NAME OF REPORTING PERSON

Manulife Financial Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

Number of Shares Beneficially Owned by Each Reporting Person With

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, Manulife Asset Management Limited.

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9 above.

12 TYPE OF REPORTING PERSON*

HC

***SEE INSTRUCTIONS**

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CUSIP No. 494549207

1 NAME OF REPORTING PERSON
 Manulife Asset Management Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 N/A (b)

3 SEC USE ONLY _____

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Canada

| | | |
|--|----------|--------------------------------|
| | 5 | SOLE VOTING POWER |
| | | 7,862,741 |
| | 6 | SHARED VOTING POWER |
| Number of Shares Beneficially Owned by Each Reporting Person With | | -0- |
| | 7 | SOLE DISPOSITIVE POWER |
| | | 7,862,741 |
| | 8 | SHARED DISPOSITIVE POWER |
| | | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 7,862,741

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES*
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 7.52%

12 TYPE OF REPORTING PERSON*

FI

***SEE INSTRUCTIONS**

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CUSIP No. 494549207

1 NAME OF REPORTING PERSON
 Manulife Monthly High Income Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 N/A (b)

3 SEC USE ONLY _____

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Ontario

| | | |
|---|----------|--------------------------|
| | 5 | SOLE VOTING POWER |
| | | -0- |
| | 6 | SHARED VOTING POWER |
| Number of Shares Beneficially Owned by Each Reporting Person With | | -0- |
| | 7 | SOLE DISPOSITIVE POWER |
| | | -0- |
| | 8 | SHARED DISPOSITIVE POWER |
| | | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,369,540 Shares owned directly Manulife Monthly High Income Fund. Manulife Asset Management Limited has sole voting and dispositive power over these shares.

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 7.05%

12 TYPE OF REPORTING PERSON*

FI

***SEE INSTRUCTIONS**

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Edgar Filing: Kinder Morgan Canada Ltd - Form SC 13G/A

- Item 1(a) Name of Issuer:
Kinder Morgan Canada Limited.
- Item 1(b) Address of Issuer's Principal Executive Offices:
Suite 3000, 300-5th Avenue S.W.
Calgary, Alberta, T2P 5J2
- Item 2(a) Name of Person Filing:
This filing is made on behalf of Manulife Financial Corporation ("MFC") and MFC's indirect, wholly-owned subsidiary, Manulife Asset Management Limited ("MAML") and Manulife Monthly High Income Fund.
- Item 2(b) Address of Principal Business Office:
The principal business offices of MFC, MAML and Manulife Monthly High Income Fund are located at 200 Bloor Street East, Toronto, Ontario, Canada, M4W 1E5.
- Item 2(c) Citizenship:
MFC and MAML are organized and exist under the laws of Canada.
Manulife Monthly High Income Fund is organized and exists under the laws of Ontario.
- Item 2(d) Title of Class of Securities:
Restricted Voting Shares
- Item 2(e) CUSIP Number:
494549207
- Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- | | |
|------------------------------------|--|
| MFC: | (g) <input checked="" type="checkbox"/> a parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). |
| MAML: | (j) <input checked="" type="checkbox"/> a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J). |
| Manulife Monthly High Income Fund: | (j) <input checked="" type="checkbox"/> a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J). |
- Item 4 Ownership:
- (a) Amount Beneficially Owned: MAML has beneficial ownership of 7,862,741 Shares, of which Manulife Monthly High Income Fund directly owns 7,369,540 Shares. Through its parent-subsidiary relationship to MAML, MFC may be deemed to have beneficial ownership of these same Shares.
- (b) Percent of Class: Of the 104,588,581 Shares outstanding as of October 23, 2018, according to the Form 10-Q filed by the issuer with the Securities and Exchange Commission on October 25, 2018, MAML held 7.52%, of which Manulife Monthly High Income Fund directly held 7.05%.
- (c) Number of shares as to which the person has:
- (i) sole power to vote or to direct the vote:
MAML has sole power to vote or to direct the voting of the Shares beneficially owned by them.
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:
MAML has sole power to dispose or to direct the disposition of the Shares beneficially owned by them.

(iv) shared power to dispose or to direct the disposition of: -0-

- Item 5 Ownership of Five Percent or Less of a Class:
Not applicable.
- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
Not applicable.
- Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:
Not applicable.
- Item 9 Notice of Dissolution of Group:
Not applicable.
- Item 10 Certification:
By signing below the undersigned certifies that, to the best of its knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory scheme applicable to MAML, is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. The undersigned also undertakes to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

Dated: March 12, 2019

| | |
|--------|-------------------------|
| By: | <u>/s/ Susie Rafael</u> |
| Name: | Susie Rafael |
| Title: | Agent* |

Manulife Asset Management Limited

Dated: March 12, 2019

| | |
|--------|-------------------------------|
| By: | <u>/s/ Christopher Walker</u> |
| Name: | Christopher Walker |
| Title: | Chief Compliance Officer |

Manulife Monthly High Income Fund

Dated: March 12, 2019

| | |
|--------|-------------------------------|
| By: | <u>/s/ Christopher Walker</u> |
| Name: | Christopher Walker |
| Title: | Chief Compliance Officer |

* Signed pursuant to a Power of Attorney dated January 17, 2018 included as Exhibit A to Schedule 13F-NT filed with the Securities and Exchange Commission by Manulife Financial Corporation on January 29, 2018.

EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, Manulife Asset Management Limited agree that the Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Shares of Kinder Morgan Canada Limited, is filed on behalf of each of them.

Manulife Financial Corporation

Dated: March 12, 2019

| | |
|--------|-------------------------|
| By: | <u>/s/ Susie Rafael</u> |
| Name: | Susie Rafael |
| Title: | Agent* |

Manulife Asset Management Limited

Dated: March 12, 2019

| | |
|--------|-------------------------------|
| By: | <u>/s/ Christopher Walker</u> |
| Name: | Christopher Walker |
| Title: | Chief Compliance Officer |

Manulife Monthly High Income Fund

Dated: March 12, 2019

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