

SunOpta Inc.  
Form 4  
August 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEST FACE CAPITAL INC.**

2. Issuer Name and Ticker or Trading Symbol  
**SunOpta Inc. [STKL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**2 BLOOR STREET EAST, SUITE 3000**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/14/2012**

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
**TORONTO, A6 M4W 1A8**

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares, no par value	11/14/2012		P	90,000 A \$ 5.9043 (2)	7,669,900	I (1)	See footnote 1
Common Shares, no par value	11/15/2012		P	20,000 A \$ 5.9971 (3)	7,689,900	I (1)	See footnote 1
Common Shares, no par value	11/16/2012		P	20,300 A \$ 6.0654 (4)	7,710,200	I (1)	See footnote 1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST FACE CAPITAL INC. 2 BLOOR STREET EAST SUITE 3000 TORONTO, A6 M4W 1A8		X		
Boland Gregory A. 2 BLOOR STREET EAST, SUITE 3000 TORONTO, A6 M4W 1A8		X		

## Signatures

WEST FACE CAPITAL INC., By: /s/ Alexander Singh, Attorney-in-fact for Gregory A. Boland, President and Chief Executive Officer of West Face Capital Inc.	08/14/2013
__Signature of Reporting Person	Date
GREGORY A. BOLAND, By: /s/ Alexander Singh, Attorney-in-fact for Gregory A. Boland	08/14/2013
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares of the Issuer's Common Shares, no par value (the "Shares"), are held directly by West Face Long Term Opportunities Global Master L.P., a Cayman Islands limited partnership ("WFGM"). These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: West Face Capital Inc. ("West Face"), as investment manager to WFGM, and

## Edgar Filing: SunOpta Inc. - Form 4

Gregory A. Boland, as the President and Chief Executive Officer of West Face. Each Reporting Person disclaims beneficial ownership of the Shares except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the Shares for purposes of Section 16 of the Securities Exchange Act of 1934, or for any other purpose.

- (2) This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on November 14, 2012. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (3) This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on November 15, 2012. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

- (4) This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on November 16, 2012. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

### Remarks:

Exhibit List: The Joint Filing Agreement filed as Exhibit A, and the Power of Attorney filed as Exhibit B, to the Schedule 13D

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.