

Ennen Joseph  
Form 3  
April 11, 2019

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Ennen Joseph

(Last) (First) (Middle)

7301 OHMS LANE, SUITE  
600

(Street)

EDINA, MN 55439

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/01/2019

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other  
(give title below) (specify below)

CEO

5. 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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Shares

4,000

D

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Performance Stock Units	Â (1)	Â (2)	Common Shares	892,857	\$ (3)	D	Â
Performance Stock Units	Â (4)	Â (2)	Common Shares	892,857	\$ (3)	D	Â
Restricted Stock Units	Â (5)	Â (6)	Common Shares	297,619	\$ (7)	D	Â
Stock Option (Right to Buy)	04/01/2022	04/01/2032	Common Shares	960,061	\$ 3.36	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ennen Joseph 7301 OHMS LANE SUITE 600 EDINA, MN 55439	Â X	Â	Â CEO	Â

## Signatures

/s/ Jill Barnett,  
attorney-in-fact

04/11/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person was granted 892,857 performance stock units (the "Special Performance Units") as of April 1, 2019. The vesting of the Special Performance Units is subject to (i) the reporting person's continued employment with the Company through December 31, 2022 (the "Performance Period"); and (ii) the satisfaction of certain fiscal year EBITDA performance conditions during the Performance

(1) Period. For the EBITDA performance conditions, 297,619 of the Special Performance Units will vest upon the Company achieving annual adjusted EBITDA of \$80,000,000, another 297,619 will vest upon the Company achieving annual adjusted EBITDA of \$110,000,000, and the final 297,619 will vest upon the Company achieving annual adjusted EBITDA of \$140,000,000, and subject to continued employment through the end of the fiscal year the EBITDA performance condition is achieved.

(2) The Performance Stock Units do not have an expiration date.

(3) Performance Stock Units convert into common shares on a one-for-one basis.

The reporting person was granted 892,857 performance stock units (the "Special Performance Units") as of April 1, 2019. The vesting of the Special Performance Units is subject to (i) the reporting person's continued employment with the Company through December 31, 2022 (the "Performance Period"); and (ii) the satisfaction of certain stock price performance conditions during the Performance Period.

(4) For the stock price performance conditions, 297,619 of the Special Performance Units will vest upon achieving a volume weighted average trading stock price of \$5.00 per share, another 297,619 will vest upon achieving a stock price of \$9.00 per share, and the final 297,619 will vest upon achieving a stock price of \$14.00 per share, in each case for 20 consecutive trading days and subject to continued employment through the date the stock price performance condition is achieved.

(5) The Restricted Stock Units vest in three equal annual installments beginning on April 1, 2020.

(6) The Restricted Stock Units do not have an expiration date.

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(7) Restricted Stock Units convert into common shares on a one-for-one basis.

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### Remarks:

ExhibitÂ List

Â Â Â Â Â ExhibitÂ 24:Â PowerÂ ofÂ Attorney

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

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