

SunOpta Inc.
Form 8-K
May 28, 2010

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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 27, 2010

SUNOPTA INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation)

001-34198
(Commission File Number)

Not Applicable
(IRS Employer Identification
No.)

2838 Bovaird Drive West
Brampton, Ontario, L7A 0H2, Canada
(Address of Principal Executive Offices)

(905) 455-1990

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 27, 2010, SunOpta Inc. (the Company) held its Annual & Special Meeting of Shareholders. The matters voted upon at the meeting included (i) the election of eight directors of the Company for the ensuing year; (ii) the appointment of the independent registered public accounting firm and auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix their remuneration; (iii) the approval of certain amendments to the Company's By-Law No. 14; and (iv) the approval, on an advisory basis, of a resolution relating to the Company's executive compensation practices.

Our scrutineer reported the vote of the shareholders as follows:

1. Election of Directors

| <u>Director Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> |
|----------------------|------------------|-----------------------|
| Jay Amato | 32,434,207 | 2,235,708 |
| Steven Bromley | 34,231,081 | 438,834 |
| Douglas Greene | 34,423,991 | 245,924 |
| Victor Hepburn | 34,391,469 | 278,446 |
| Katrina Houde | 34,094,697 | 575,218 |
| Cyril Ing | 34,303,625 | 366,290 |
| Jeremy Kendall | 34,237,847 | 432,068 |
| Allan Routh | 34,278,471 | 391,444 |

2. Appointment of Independent Registered Public Accounting Firm

| <u>Votes For</u> | <u>Votes Withheld</u> |
|------------------|-----------------------|
| 34,047,142 | 539,019 |

3. Amendments to By-Laws

| <u>Votes For</u> | <u>Votes Against</u> |
|------------------|----------------------|
| 34,457,436 | 128,725 |

4. Advisory Vote on Executive Compensation

| <u>Votes For</u> | <u>Votes Against</u> |
|------------------|----------------------|
| 33,713,032 | 863,150 |

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 hereunto duly authorized.

SUNOPTA INC.

By /s/ John Dietrich

John Dietrich
Vice President, Corporate Development and
Secretary

Date May 28, 2010
