

SunOpta Inc.
Form SC 13G
February 12, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SunOpta Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

8676EP108

(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:

Rule 13d-1(b)
 Rule 13d-1(c)

oRule 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).

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 control number.

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Ardsley Advisory Partners LP

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	5,112,430
	7. sole dispositive power	0
	8. shared dispositive power	5,112,430
9.	aggregate amount beneficially owned by each reporting person	5,112,430
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	5.85%
12.	type of reporting person (See Instructions)	PN, IA

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Ardley Advisory Partners GP LLC

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	5,112,430
	7. sole dispositive power	0
	8. shared dispositive power	5,112,430
9. aggregate amount beneficially owned by each reporting person		5,112,430
10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)		<input type="checkbox"/> o
11. percent of class represented by amount in row (9)		5.85%
12. type of reporting person (See Instructions)		PN

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Philip J. Hempleman

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	5,112,430
7. sole dispositive power	0
8. shared dispositive power	5,112,430

9. aggregate amount beneficially owned by each reporting person 5,112,430

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions) o

11. percent of class represented by amount in row (9) 5.85%

12. type of reporting person (See Instructions) IN

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Ardley Partners I GP LLC

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	5,112,430
	7. sole dispositive power	0
	8. shared dispositive power	5,112,430
9.	aggregate amount beneficially owned by each reporting person	5,112,430
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	5.85%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons (entities only)

1.

Ardsley Partners Fund II, L.P.

2. check the appropriate box if a group* (a) (b)
 sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	417,140
7. sole dispositive power	0
8. shared dispositive power	417,140

9. aggregate amount beneficially owned by each reporting person 417,140

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

11. percent of class represented by amount in row (9) 0.48%

12. type of reporting person (See Instructions) PN

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

**Ardley Partners Advanced
Healthcare Fund, L.P.**

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	1,644,460
	7. sole dispositive power	0
	8. shared dispositive power	1,644,460
9.	aggregate amount beneficially owned by each reporting person	1,644,460
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	1.88%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Ardley Partners Renewable Energy Fund, L.P.

2. check the appropriate box if a group* (a) (b)
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares beneficially owned by each reporting person with:	5. sole voting power	0
	6. shared voting power	1,240,830
	7. sole dispositive power	0
	8. shared dispositive power	1,240,830
9.	aggregate amount beneficially owned by each reporting person	1,240,830
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/>
11.	percent of class represented by amount in row (9)	1.42%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Ardley Duckdive Fund, L.P.

2. check the appropriate box if a group* (a) x
(b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of America**

number of shares	5. sole voting power	0
beneficially owned by each reporting person with:	6. shared voting power	1,775,000
	7. sole dispositive power	0
	8. shared dispositive power	1,775,000
9.	aggregate amount beneficially owned by each reporting person	1,775,000
10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="checkbox"/> o
11.	percent of class represented by amount in row (9)	2.03%
12.	type of reporting person (See Instructions)	PN

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names of reporting persons

i.r.s. identification no. of above
persons (entities only)

1.

Ardsley Healthcare Fund, L.P.

2. check the appropriate box if a (a) x
group* (b) o
sec use only

3.

citizenship or place of organization

4. **Delaware, United States of
America**

number of shares beneficially owned by each reporting person with:

5. sole voting power	0
6. shared voting power	35,000
7. sole dispositive power	0
8. shared dispositive power	35,000

9. aggregate amount beneficially owned by each reporting person **35,000**

10. check box if the aggregate amount in row (9) excludes certain shares (See Instructions) o

11. percent of class represented by amount in row (9) 0.04%

12. type of reporting person (See Instructions) PN

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Item 1.

- (a) Name of Issuer: **SunOpta Inc.**
2233 Argentia Road
- (b) Address of
Issuer's Principal **Mississauga,**
Executive Offices: **Ontario L5N 2X7,**
Canada

Item 2.

- (a) Name of Person **This Schedule 13G**
Filing: **(the "Schedule") is**
being filed with
respect to shares of
Common Stock (as
defined below) of
SunOpta Inc. (the
"Issuer") which are
beneficially owned
by Ardsley Advisory
Partners LP (the
"Advisor"), Philip J.
Hempleman
("Hempleman"),
Ardsley Advisory
Partners GP LLC
(the "Advisor
General Partner"),
Ardsley Partners I
GP LLC (the
"General Partner"),
Ardsley Partners
Fund II, L.P. (the
"Fund II"), Ardsley
Partners Advanced
Healthcare Fund,
L.P. (the "Advanced
Healthcare Fund"),
Ardsley Partners
Renewable Energy
Fund (the
"Renewable Energy
Fund"), Ardsley
Duckdive Fund, L.P.
(the "Duckdive
Fund"), and Ardsley
Healthcare Fund,
L.P. (the "Healthcare

**Fund”) (together, the
“Reporting Persons”).
See Item 4 below.**

(b) Address of
Principal Business
Office or, if none,
Residence:

**262 Harbor Drive
Stamford, CT 06902**

(c) Citizenship:

**The Advisory
General Partner and
the General Partner
are Delaware limited
liability companies.
The Advisor, the
Fund II, the
Advanced
Healthcare Fund,
the Renewable
Energy Fund, the
Duckdive Fund and
the Healthcare Fund
are Delaware limited
partnerships.
Hempleman is a
United States
Citizen.**

(d) Title of Class of
Securities: Common Stock

(e) CUSIP Number:**8676EP108**