

SunOpta Inc.
Form 3
January 25, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Turney Daniel | | (Month/Day/Year) | SunOpta Inc. [STKL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/18/2016 | | |
| SUNOPTA INC.,Â 7301 OHMS LANE, SUITE 600 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP Operatons | |
| EDINA,Â MNÂ 55439 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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 | 0 | D | Â |

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) | 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) |
|---------------|------------------|-----------------|-------------------------------|----------------------------|
| Stock options | Â (1) | 08/07/2023 | Common shares 25,000 \$ 8.23 | D Â |
| Stock options | Â (2) | 05/13/2024 | Common shares 9,978 \$ 11.3 | D Â |
| Stock options | Â (3) | 05/12/2025 | Common shares 12,828 \$ 10.08 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Turney Daniel SUNOPTA INC. 7301 OHMS LANE, SUITE 600 EDINA, MN 55439 | Â | Â | Â SVP Operatons | Â |

Signatures

/s/ Daniel Turney
01/25/2016
**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).
- (1) These options became or will become exercisable in five equal annual installments on each of August 7, 2014, 2015, 2016, 2017 and 2018. These options qualify as incentive stock options.
These options became or will become exercisable in five annual installments. The first installment of 1,996 options became exercisable on May 13, 2015. The second installment of 1,995 options will become exercisable on May 13, 2016. The third installment of 1,996 options will become exercisable on May 13, 2017. The fourth installment of 1,995 options will become exercisable on May 13, 2018. The fifth installment of 1,996 options will become exercisable on May 13, 2019. These options qualify as incentive stock options.
- (2) These options will become exercisable in five annual installments. The first installment of 2,566 options will become exercisable on May 12, 2016. The second installment of 2,565 options will become exercisable on May 12, 2017. The third installment of 2,566 options will become exercisable on May 12, 2018. The fourth installment of 2,565 options will become exercisable on May 12, 2019. The fifth installment of 2,566 options will become exercisable on May 12, 2020. These options qualify as incentive stock options.

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.