

SunOpta Inc.
Form 4
August 14, 2013

FORM 4

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

OMB APPROVAL

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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 Indirect Beneficial 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.

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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.