

SunOpta Inc.  
Form 4  
February 08, 2017

**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 \*  
COLO DAVID

(Last) (First) (Middle)  
7301 OHMS LANE, SUITE 600  
(Street)

EDINA, MN 55439

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

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 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                                                 |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) |     | Date Exercisable | Expiration Date | Title         | Amount/Number of Shares |
|-----------------------------|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|---------------|-------------------------|
|                             |                              |                  |            | (A)                             | (D) |                  |                 |               |                         |
| Restricted Stock Units      | (1)                          | 02/06/2017       | A          | 50,000                          |     | (2)              | (3)             | common shares | 50,000                  |
| Stock Option (Right to Buy) | \$ 7                         | 02/06/2017       | A          | 473,940                         |     | (4)              | 02/06/2027      | common shares | 473,940                 |
| Performance Stock Units     | (5)                          | 02/06/2017       | A          | 277,780                         |     | (6)              | (7)             | common shares | 277,780                 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                   |       |
|--------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                              | Director      | 10% Owner | Officer           | Other |
| COLO DAVID<br>7301 OHMS LANE<br>SUITE 600<br>EDINA, MN 55439 | X             |           | President and CEO |       |

## Signatures

/s/ David J. Colo                      02/08/2017

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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) Each Restricted Stock Unit represents a contingent right to receive one share of STKL common stock.

(2) The Restricted Stock Units vest in three equal annual installments beginning on February 6, 2018.

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

(4) The Stock Options will vest, if at all, on February 6, 2020 based upon (i) the reporting person's continued employment with SunOpta Inc. and (ii) meeting the following stock performance conditions for 20 consecutive trading days: one-third of the Stock Options eligible to vest upon achieving a stock price of \$11.00, one-third of the Stock Options eligible to vest upon achieving a stock price of \$14.00, and one-third of the Stock Options eligible to vest upon achieving a stock price of \$18.00.

(5) Each Performance Stock Unit represents a contingent right to receive one share of STKL common stock.

(6) The Performance Stock Units will vest, if at all, on February 6, 2020 based upon (i) the reporting person's continued employment with SunOpta Inc. and (ii) meeting the following stock performance conditions for 20 consecutive trading days: one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$11.00, one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$14.00, and one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$18.00.

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

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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