

SunOpta Inc.
Form SC 13D/A
August 19, 2016

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

SUNOPTA INC.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

8676EP108

(CUSIP Number)

Supriya Kapoor

2 Bloor Street East, Suite 3000

Toronto, Ontario M4W 1A8

(647) 724-8900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 16, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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).

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CUSIP No: 8676EP108

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WEST FACE CAPITAL INC.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7

SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

6,353,343

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

6,353,343

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

6,353,343

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

7.4%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO, FI

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

GREGORY A. BOLAND

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

2

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

8

6,353,343

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

6,353,343

11 AGGREGATE AMOUNT
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AMOUNT IN ROW (11) EXCLUDES
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INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

7.4%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

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Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D is being filed by West Face Capital Inc. ("West Face") and Gregory A. Boland ("Mr. Boland") (collectively, the "Reporting Persons"), pursuant to §240.13d-2(a), to amend the Schedule 13D filed on February 23, 2012 ("Initial Schedule 13D") as amended by Amendment No. 1 filed on May 18, 2012, Amendment No. 2 filed on August 15, 2013, Amendment No. 3 filed on August 28, 2014, Amendment No. 4 filed on September 8, 2014, Amendment No. 5 filed on August 14, 2015, Amendment No. 6 filed on September 30, 2015, and Amendment No. 7 filed on January 5, 2016 (each Amendment together with the Initial Schedule 13D, the "Amended Schedule 13D") relating to the Common Shares, no par value (the "Shares"), of SunOpta Inc. (the "Issuer" or the "Company"), whose principal executive offices are located at 2233 Argentia Road, Mississauga, Ontario L5N 2X7, Canada. Except as set forth below, all Items of the Amended Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated as follows:

- (a) Each of West Face and Mr. Boland may be deemed to be the beneficial owner of 6,353,343 Shares (approximately 7.4% of the total number of Shares outstanding). This figure is based on a total of 85,613,246 Shares outstanding on August 5, 2016, as reported in the Company's quarterly report on Form 10-Q, filed with the SEC on August 10, 2016.
- (b) Each of West Face and Mr. Boland may be deemed to have shared voting power and shared dispositive power over the 6,353,343 Shares they may be deemed to beneficially own.
- (c) A description of the transactions in the Shares by the Reporting Persons during the past 60 days, all of which were effected in the open market in routine brokerage transactions, is included in Exhibit C.
- (d) West Face Long Term Opportunities Global Master L.P. is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5 percent of the class of Shares covered by this statement that may be deemed to be beneficially owned by the Reporting Persons.
- (e) This Item 5(e) is not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit C: Schedule of Transactions

SCHEDULE 13D

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

August 18, 2016

WEST FACE CAPITAL INC.

By: /s/ John R. Maynard

Name: John R. Maynard

Title: Attorney-in-fact for Gregory A. Boland
President and Chief Executive Officer of
West Face Capital Inc.

GREGORY A. BOLAND

By: /s/ John R. Maynard

Name: John R. Maynard

Title: Attorney-in-fact for Gregory A. Boland

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EXHIBIT C

SCHEDULE OF TRANSACTIONS

| Name of Account | Date of Transaction | Nature of Transaction | Quantity of Shares | Weighted-Average Price per Share |
|--|---------------------|-----------------------|--------------------|----------------------------------|
| West Face Long Term Opportunities Global Master L.P. | 07/27/2016 | Sale | 147,662 | \$5.4980 (1) |
| West Face Long Term Opportunities Global Master L.P. | 07/28/2016 | Sale | 52,338 | \$5.4790 (2) |
| West Face Long Term Opportunities Global Master L.P. | 08/15/2016 | Sale | 217,815 | \$6.5008 (3) |
| West Face Long Term Opportunities Global Master L.P. | 08/16/2016 | Sale | 98,085 | \$6.5145 (4) |
| West Face Long Term Opportunities Global Master L.P. | 08/18/2016 | Sale | 34,100 | \$6.4067 (5) |

1. The actual prices for these transactions range from \$5.4962 to \$5.50, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Company, or a security holder of the Company, full information regarding the number of Shares sold at each separate price with the ranges set forth in footnotes (1) through (5) to this Schedule 13D.

2. The actual prices for these transactions range from \$5.4569 to \$5.515, inclusive.

3. The actual prices for these transactions range from \$6.50 to \$6.555, inclusive.

4. The actual prices for these transactions range from \$6.50 to \$6.57, inclusive.

5. The actual prices for these transactions range from \$6.40 to \$6.43, inclusive.