

SunOpta Inc.  
Form SC 13G  
February 17, 2015

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

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

**SUNOPTA INC.** (Name of Issuer)

**Common Stock** (Title of Class of Securities)

**8676EP108** (CUSIP Number)

**December 31, 2014** (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)  Rule 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 Instructions).

CUSIP No.: 8676EP108

1 NAME OF REPORTING PERSON Daruma Capital  
Management, LLC I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON (ENTITIES ONLY)  
45-2515607

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF 5 SOLE VOTING POWER 0  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 2,271,867

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0  
REPORTING  
PERSON WITH

8 SHARED DISPOSITIVE POWER 5,158,775

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,158,775

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.7%

12 TYPE OF REPORTING PERSON IA

CUSIP No.: 8676EP108

1 NAME OF REPORTING PERSON Mariko O. Gordon I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) N.A.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION USA

NUMBER OF 5 SOLE VOTING POWER 0  
SHARES

BENEFICIALLY 6 SHARED VOTING POWER 2,271,867

OWNED BY EACH 7 SOLE DISPOSITIVE POWER 0  
REPORTING  
PERSON WITH

8 SHARED DISPOSITIVE POWER 5,158,775  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,158,775

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.7%

12 TYPE OF REPORTING PERSON IN, HC

CUSIP No.: 8676EP108

ITEM 1(a). NAME OF ISSUER:

SUNOPTA INC.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2838 Bovaird Drive  
Brampton, Ontario  
L7A 0H2, Canada

ITEM 2(a). NAME OF  
PERSON  
FILING:

Daruma Capital  
Management, LLC  
Mariko O. Gordon

ITEM 2(b). ADDRESS OF  
PRINCIPAL  
BUSINESS  
OFFICE OR, IF  
NONE,  
RESIDENCE:

80 West 40th Street  
9th Floor  
New York, NY  
10018

ITEM 2(c). CITIZENSHIP:

Daruma Capital  
Management, LLC -  
Delaware  
Mariko O.  
Gordon - USA

ITEM 2(d). TITLE OF  
CLASS OF  
SECURITIES:

Common Stock

ITEM 2(e). CUSIP  
NUMBER:

8676EP108

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO SECTION  
240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON  
FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)

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A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)  A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);

(k)  Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

5,158,775

(b) Percent of class:

7.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Daruma Capital Management, LLC -  
0  
Mariko O. Gordon - 0

(ii) Shared power to vote or to direct the vote:

Daruma Capital Management, LLC -  
2,271,867  
Mariko O. Gordon -  
2,271,867

(iii) Sole power to dispose or to direct the disposition of:

Daruma Capital Management, LLC -  
0  
Mariko O. Gordon - 0

(iv) Shared power to dispose or to direct the disposition of:

Daruma Capital Management, LLC -  
5,158,775  
Mariko O. Gordon -  
5,158,775

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof

the reporting person has  
ceased to be the  
beneficial owner of more  
than five percent of the  
class of securities, check  
the following [ ]:

ITEM 6. OWNERSHIP OF  
MORE THAN FIVE  
PERCENT ON  
BEHALF OF  
ANOTHER  
PERSON:

The 5,158,775 shares  
beneficially owned by  
Daruma Capital  
Management, LLC and  
Mariko O. Gordon are  
held in the accounts of  
private investment  
vehicles and managed  
accounts advised by  
Daruma Capital  
Management, LLC.

ITEM 7. IDENTIFICATION  
AND  
CLASSIFICATION  
OF THE  
SUBSIDIARY  
WHICH ACQUIRED  
THE SECURITY  
BEING REPORTED  
ON BY THE  
PARENT HOLDING  
COMPANY:

N/A

ITEM 8. IDENTIFICATION  
AND  
CLASSIFICATION  
OF MEMBERS OF  
THE GROUP:

N/A

ITEM 9. NOTICE OF  
DISSOLUTION OF  
GROUP:

N/A

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## **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.

February 17, 2015

Date

Daruma Capital Management, LLC

/s/ Jesse M. Lindenberger-Schutz

Signature

Jesse M. Lindenberger-Schutz , Chief Compliance Officer

Name/Title

February 17, 2015

Date

Mariko O. Gordon

/s/ Mariko O. Gordon

Signature

Mariko O. Gordon , Chief Executive Officer

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

CUSIP No.: 8676EP108

Exhibit A AGREEMENT The undersigned agree that this Schedule 13G dated February 17, 2015 relating to the Common Stock of SUNOPTA INC. shall be filed on behalf of the undersigned. DARUMA CAPITAL MANAGEMENT, LLC By: /s/ Jesse M. Lindenberger-Schutz Name: Jesse M. Lindenberger-Schutz Title: Chief Compliance Officer MARIKO O. GORDON /s/ Mariko O. Gordon Mariko O. Gordon, CFA

SIGNATURE