

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
____ Officer (give title below)
 10% Owner
____ 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 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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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEST FACE CAPITAL INC. 2 BLOOR STREET EAST SUITE 3000 TORONTO, A6 M4W 1A8 | | X | | |
| Boland Gregory A. 2 BLOOR STREET EAST, SUITE 3000 TORONTO, A6 M4W 1A8 | | X | | |

Signatures

WEST FACE CAPITAL INC., By: /s/ Alexander Singh, Attorney-in-fact for Gregory A. Boland, President and Chief Executive Officer of West Face Capital Inc. 08/14/2013
 __Signature of Reporting Person Date

GREGORY A. BOLAND, By: /s/ Alexander Singh, Attorney-in-fact for Gregory A. Boland 08/14/2013
 __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) These shares of the Issuer's Common Shares, no par value (the "Shares"), are held directly by West Face Long Term Opportunities Global Master L.P., a Cayman Islands limited partnership ("WFGM"). These Shares may be deemed to be indirectly beneficially owned by the following, each of whom is a Reporting Person: West Face Capital Inc. ("West Face"), as investment manager to WFGM, and

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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.

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