

SunOpta Inc.  
Form 8-K  
May 11, 2012

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 7, 2012**

**SUNOPTA INC.**

*(Exact name of registrant as specified in its charter)*

**Canada**

*(State or other jurisdiction of  
incorporation)*

**001-34198**

*(Commission File Number)*

**Not Applicable**

*(IRS Employer Identification  
No.)*

**2838 Bovaird Drive West  
Brampton, Ontario, L7A 0H2, Canada**  
*(Address of Principal Executive Offices)*

**(905) 455-1990**

*(Registrant's telephone number, including area code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(e) Compensatory Arrangement of Executive Officer

On May 7, 2012, SunOpta, Inc. ( SunOpta ) and Steven R. Bromley, SunOpta s President and Chief Executive Officer, entered into an amendment (the Amendment ) to the employment agreement, dated February 1, 2007, between SunOpta and Mr. Bromley (the Employment Agreement ). The Amendment amends the term of the Employment Agreement effective February 1, 2012, allowing for automatic renewal of the Employment Agreement for successive one-year periods. All other terms of the Employment Agreement remain unchanged.

Under the Employment Agreement, as amended, Mr. Bromley will continue to receive the following payments and benefits: (a) a base salary at the current annual rate of \$486,000 (Canadian) or such higher annual rate as may from time to time be approved by the Board of Directors of SunOpta; (b) a bonus of up to 60% of his base salary; (c) an employer matching contribution of up to 5% of his salary to his individual retirement savings plan; (d) an auto allowance; (e) participation in SunOpta s employee stock purchase plan; (f) payment of an annual club membership; (g) payment of annual professional membership fees and other reasonable fees relating to his employment; (h) family health, hospital, vision and dental insurance coverage; (i) up to four weeks of paid vacation per annum; and (j) payment of severance benefits in the amounts and upon the terms outlined in the Employment Agreement.

This summary of the Employment Agreement is qualified in its entirety by the terms of the Employment Agreement, a copy of which was filed as Exhibit 10.1 to our Current Report on Form 8-K filed on February 2, 2007, and is incorporated herein by reference, and by the terms of the Amendment, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

Exhibit No. Description

10.1	<u>Amendment to Employment Agreement, dated May 6, 2012, between SunOpta, Inc. and Steven R. Bromley.</u>
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNOPTA INC.

By: /s/ John Dietrich  
John Dietrich  
Vice President, Corporate Development and  
Secretary

Date: May 11, 2012

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**EXHIBIT INDEX**

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