

COLO DAVID  
Form 4  
February 08, 2018

**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)  
02/06/2018

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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
| Common Shares                   | 02/06/2018                           |                                                    | M                              |                                                                   | 161,667                                                                                       | D                                                        |                                   |
| Common Shares                   | 02/06/2018                           |                                                    | F                              |                                                                   | \$ 156,788                                                                                    | D                                                        |                                   |
| Common Shares                   | 02/06/2018                           |                                                    | M                              |                                                                   | 173,455                                                                                       | D                                                        |                                   |
| Common Shares                   | 02/06/2018                           |                                                    | F                              |                                                                   | \$ 168,230                                                                                    | D                                                        |                                   |

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

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**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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | <u>(1)</u>                                             | 02/06/2018                           |                                                    | M                              | 16,667                                                                                  | <u>(2)</u> / <u>(2)</u>                                  | Common Shares                                                 | 16,667                        |
| Restricted Stock Units                     | <u>(1)</u>                                             | 02/06/2018                           |                                                    | M                              | 16,667                                                                                  | <u>(3)</u> / <u>(3)</u>                                  | Common Shares                                                 | 16,667                        |

## 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                      02/08/2018  
 \*\*Signature of                      Date  
 Reporting Person

## 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) Restricted Stock Units convert into common shares on a one-for-one basis.
- (2) On February 6, 2017 the reporting person was granted 50,000 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (3) On March 9, 2017 the reporting person was granted 50,000 restricted stock units, vesting in three equal annual installments beginning on February 6, 2018.

## Edgar Filing: COLO DAVID - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.