

SunOpta Inc.
Form 3
September 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tourbillon Capital Partners, L.P. | | | (Month/Day/Year) | SunOpta Inc. [STKL] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 444 MADISON AVENUE,Â 26TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK,Â NYÂ 10022 | | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Shares, no par value <u>(1)</u> | 8,313,848 | I <u>(2)</u> | By Tourbillon Global Master Fund, Ltd |
| Common Shares, no par value <u>(1)</u> | 73,299 | I <u>(3)</u> | By Tourbillon Global Long Alpha Fund, LLC |
| Common Shares, no par value <u>(1)</u> | 180,577 | I <u>(4)</u> | By Tourbillon Global Long Alpha Fund, Ltd |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | | | |
| | | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tourbillon Capital Partners, L.P. 444 MADISON AVENUE 26TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

/s/ Brian A. Kessler, Chief
Financial Officer of Tourbillon
Capital Partners, L.P. 09/30/2015
 **Signature of Reporting Person Date

/s/ Jason H. Karp 09/30/2015
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This Form 3 is filed jointly Tourbillon Capital Partners, L.P. ("Tourbillon") and Jason H. Karp (together, the "Reporting Persons"). Each of the Reporting Persons disclaims beneficial ownership of the Common Shares reported herein except to the extent of his or its pecuniary interest therein.
- (2) Securities held for the account of Tourbillon Global Master Fund, Ltd ("Global Master Fund"). Each of Tourbillon, as the Investment Manager of Global Master Fund, and Jason H. Karp as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Master Fund.
- (3) Securities held for the account of Tourbillon Global Long Alpha Fund, LLC ("Global Alpha Fund"). Each of Tourbillon, as the Investment Manager of Global Alpha Fund, and Jason H. Karp, as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Alpha Fund.
- (4) Securities held for the account of Tourbillon Global Long Alpha Fund, Ltd ("Global Alpha Offshore Fund"). Each of Tourbillon, as the Investment Manager of Global Alpha Offshore Fund, and Jason H. Karp, as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Alpha Offshore Fund.

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.