

McCoy Pat
Form 3/A
March 28, 2018

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 | |
| McCoy Pat | | (Month/Day/Year) | SunOpta Inc. [STKL] | |
| (Last) | (First) | 02/09/2017 | | |
| 7301 OHMS LANE SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| EDINA, MN 55439 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Food Service | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 02/16/2017 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <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) |
|------------------------------------|--|---|--|

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 | | | |

| | | | | | | | |
|---|-------|------------|---------------|------------|--------|---|---|
| Non-Qualified Stock Option (Right to Buy) | Â (1) | 05/24/2027 | Common Shares | 16,509 (2) | \$ 9.5 | D | Â |
| Incentive Stock Option (Right to Buy) | Â (1) | 05/24/2027 | Common Shares | 7,912 (2) | \$ 9.5 | D | Â |
| Restricted Stock Units | Â (3) | Â (4) | Common Shares | 10,940 (2) | \$ (5) | D | Â |
| Performance Share Units | Â (6) | Â (4) | Common Shares | 54,702 (2) | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCoy Pat 7301 OHMS LANE SUITE 600 EDINA, MN 55439 | Â | Â | Â SVP, Food Service | Â |

Signatures

/s/ Jill Barnett
attorney-in-fact

03/28/2018

__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) The grant cliff vests after 3 years on May 24, 2020.
- (2) These shares were omitted from the reporting person's original Form 3.
- (3) On May 24, 2017 the reporting person was granted 10,940 Restricted Stock Units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (4) This award has no expiration date. Units will either vest or be forfeit.
- (5) Each Restricted Stock Unit represents a contingent right to receive one share of STKL common stock.
The Performance Stock Units will vest, if at all, on May 24, 2020 based upon meeting the following stock performance conditions for 20 consecutive trading days: one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$11.00, one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$14.00, and one-third of the Performance Stock Units eligible to vest upon achieving a stock price of \$18.00.
- (6)
- (7) Each Performance Stock Unit represents a contingent right to receive one share of STKL common stock.

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Remarks:

EXHIBIT LIST
Exhibit 24 - Power of Attorney

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.