

Ennen Joseph
Form 3
April 11, 2019

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 Ennen Joseph | | (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) |
| | | 04/01/2019 | | |
| 7301 OHMS LANE,Â SUITE | | | (Check all applicable) | |
| 600 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| EDINA,Â MNÂ 55439 | | | CEO | |
| (City) | (State) | (Zip) | | 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) |
|------------------------------------|--|---|--|
| Common Shares | 4,000 | D | Â |

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

SEC 1473 (7-02)

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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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------|----------------------------|---------|----------------------------|---|
| Performance Stock Units | Â (1) | Â (2) | Common Shares | 892,857 | \$ (3) | D | Â |
| Performance Stock Units | Â (4) | Â (2) | Common Shares | 892,857 | \$ (3) | D | Â |
| Restricted Stock Units | Â (5) | Â (6) | Common Shares | 297,619 | \$ (7) | D | Â |
| Stock Option (Right to Buy) | 04/01/2022 | 04/01/2032 | Common Shares | 960,061 | \$ 3.36 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Ennen Joseph 7301 OHMS LANE SUITE 600 EDINA, MN 55439 | Â X | Â | Â CEO | Â |

Signatures

/s/ Jill Barnett,
attorney-in-fact

04/11/2019

**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).

The reporting person was granted 892,857 performance stock units (the "Special Performance Units") as of April 1, 2019. The vesting of the Special Performance Units is subject to (i) the reporting person's continued employment with the Company through December 31, 2022 (the "Performance Period"); and (ii) the satisfaction of certain fiscal year EBITDA performance conditions during the Performance

(1) Period. For the EBITDA performance conditions, 297,619 of the Special Performance Units will vest upon the Company achieving annual adjusted EBITDA of \$80,000,000, another 297,619 will vest upon the Company achieving annual adjusted EBITDA of \$110,000,000, and the final 297,619 will vest upon the Company achieving annual adjusted EBITDA of \$140,000,000, and subject to continued employment through the end of the fiscal year the EBITDA performance condition is achieved.

(2) The Performance Stock Units do not have an expiration date.

(3) Performance Stock Units convert into common shares on a one-for-one basis.

The reporting person was granted 892,857 performance stock units (the "Special Performance Units") as of April 1, 2019. The vesting of the Special Performance Units is subject to (i) the reporting person's continued employment with the Company through December 31, 2022 (the "Performance Period"); and (ii) the satisfaction of certain stock price performance conditions during the Performance Period.

(4) For the stock price performance conditions, 297,619 of the Special Performance Units will vest upon achieving a volume weighted average trading stock price of \$5.00 per share, another 297,619 will vest upon achieving a stock price of \$9.00 per share, and the final 297,619 will vest upon achieving a stock price of \$14.00 per share, in each case for 20 consecutive trading days and subject to continued employment through the date the stock price performance condition is achieved.

(5) The Restricted Stock Units vest in three equal annual installments beginning on April 1, 2020.

(6) The Restricted Stock Units do not have an expiration date.

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(7) Restricted Stock Units convert into common shares on a one-for-one basis.

^

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.

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