

SunOpta Inc.  
Form 8-K  
May 18, 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 17, 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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The matters voted upon at the Meeting included (i) to affix the number of Directors within the minimum and maximum set forth in the articles as ten (ii) the election of ten directors of the Company for the ensuing year; (iii) the appointment of Deloitte & Touche LLP as the independent registered public accounting firm and auditor of the Company for the ensuing year and to authorize the Audit Committee of the Company to fix their remuneration; and (iv) the approval on an advisory vote regarding the compensation of the Company's named executive officers.

Our scrutineer reported the vote of the shareholders as follows:

**1. Affix the Number of Directors at Ten**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
47,801,871	3,145,704	150,828

**2. Election of Directors**

<u>Director Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Jay Amato	41,687,138	869,555
Steven Bromley	41,847,545	709,148
Peter Fraser	41,913,864	642,829
Douglas Greene	41,116,155	1,440,538
Victor Hepburn	41,108,739	1,447,954
Katrina Houde	39,842,880	2,713,813
Cyril Ing	41,037,191	1,519,502
Jeremy Kendall	41,834,619	722,074
Alan Murray	41,907,564	649,129
Allan Routh	41,814,502	742,191

**3. Appointment of Independent Registered Public Accounting Firm**

<u>Votes For</u>	<u>Votes Withheld</u>
50,922,315	176,088

**4. Advisory Resolution Regarding the Compensation of the Company's Named Executive Officers**

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
38,299,778	4,122,117	134,798

**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 18, 2012

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