

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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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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/06/2018		M		16,667	A	161,667
Common Shares	02/06/2018		F		4,879	D	\$ 6.9
Common Shares	02/06/2018		M		16,667	A	173,455
Common Shares	02/06/2018		F		5,225	D	\$ 6.9

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

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(9-02)

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 7301 OHMS LANE SUITE 600 EDINA, MN 55439	X		President and CEO	

Signatures

/s/ David J. Colo 02/08/2018

**Signature of
Reporting Person

Date

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.

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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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