

Oaktree Capital Group Holdings GP, LLC  
 Form 4  
 March 07, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 Oaktree Organics, L.P.

2. Issuer Name and Ticker or Trading Symbol  
 SunOpta Inc. [STKL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/03/2017

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(City) (State) (Zip)

**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 Stock                    | 03/03/2017                           |  | P                              |   | 1,564,517   | A  | \$ 6.87<br>(1)                    |
| Common Stock                    | 03/06/2017                           |  | P                              |   | 945,404   | A  | \$ 6.95<br>(6)                    |

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

**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**

SEC 1474 (9-02)

number.

**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 | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|---------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|---------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Oaktree Organics, L.P.<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR<br>LOS ANGELES, CA 90071  |               | X         |         |       |
| Oaktree Fund GP, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR<br>LOS ANGELES, CA 90071    |               | X         |         |       |
| OAKTREE FUND GP I, L.P.<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR<br>LOS ANGELES, CA 90071 |               | X         |         |       |
| Oaktree Capital I, L.P.<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR<br>LOS ANGELES, CA 90071 |               | X         |         |       |
| OCM HOLDINGS I, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR<br>LOS ANGELES, CA 90071     |               | X         |         |       |
| OAKTREE HOLDINGS, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT, L.P.<br>333 SOUTH GRAND AVENUE, 28TH FLOOR                            |               | X         |         |       |

LOS ANGELES, CA 90071

Oaktree Capital Group, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P. X  
 333 SOUTH GRAND AVENUE, 28TH FLOOR  
 LOS ANGELES, CA 90071

Oaktree Capital Group Holdings GP, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT, L.P. X  
 333 SOUTH GRAND AVENUE, 28TH FLOOR  
 LOS ANGELES, CA 90071

## Signatures

See signatures included in Exhibit 99.1 03/07/2017

\_\_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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.20 to \$7.05, inclusive. The Reporting Persons undertake to provide to SunOpta Inc., any security holder of SunOpta Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 1 and footnote 6.

(2) This Form 4 is also being filed by: (i) Oaktree Fund GP, LLC, a Delaware limited liability company ("GP LLC"), in its capacity as general partner of Oaktree Organics, L.P. ("Organics"); (ii) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as managing member of GP LLC; (iii) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as general partner of GP I; (iv) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as general partner of Capital I; (v) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), in its capacity as managing member of Holdings I; (continued in footnote 3)

(3) (Continued from footnote 2) (vi) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the managing member of Holdings; and (vii) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP" and together with Organics, GP LLC, GP I, Capital I, Holdings I, Holdings and OCG, collectively, the "Reporting Persons"), in its capacity as the duly elected manager of OCG.

(4) Each Reporting Person disclaims beneficial ownership of the Common Stock reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of the Common Stock covered by this Form 4.

(5) OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, David M. Kirchheimer, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock reported herein. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock reported herein, except to the extent of his respective pecuniary interests therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of the Common Stock covered by this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.40 to \$6.96, inclusive.

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.