

Whitehair Chris
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 *

Whitehair Chris

(Last) (First) (Middle)

7301 OHMS LANE SUITE 600

(Street)

EDINA, MN 55439

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/02/2018

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

SVP, Operations

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

02/12/2018

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 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)

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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)

Date Expirable Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

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)

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Restricted Stock Units	Â (1)	Â (2)	Common Shares	22,000 (3)	\$ (4)	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (5)	05/24/2027	Common Shares	29,999 (3)	\$ 9.5	D	Â
Incentive Stock Option (Right to Buy)	Â (5)	05/24/2027	Common Shares	10,526 (3)	\$ 9.5	D	Â
Restricted Stock Units	Â (6)	Â (2)	Common Shares	18,155 (3)	\$ (4)	D	Â
Performance Share Units	Â (7)	Â (2)	Common Shares	90,777 (3)	\$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whitehair Chris 7301 OHMS LANE SUITE 600 EDINA, MN 55439	Â	Â	Â SVP, Operations	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) On April, 10, 2017 the reporting person was granted 22,000 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (2) This award has no expiration date. Units will either vest or be forfeit.
- (3) These shares were omitted from the reporting person's original Form 3.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of STKL common stock.
- (5) The grant cliff vests after 3 years on May 24, 2020.
- (6) On May 24, 2017 the reporting person was granted 18,155 Restricted Stock Units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (7) 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.
- (8) 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.

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