

SunOpta Inc.
Form 4/A
June 16, 2014

FORM 4

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

OMB APPROVAL

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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 *
Jacobs Hendrik

(Last) (First) (Middle)

2838 BOVAIRD DRIVE WEST

(Street)

BRAMPTON, A6 L7A 0H2

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/20/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | 08/16/2013 | | S | (A) or (D) A | 35,060 (1) \$ 9.05 | 15,964 (2) (3) D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options | \$ 5.14 | 08/16/2013 | | M | 50,000 | 08/09/2013 08/09/2022 | Common shares | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacobs Hendrik 2838 BOVAIRD DRIVE WEST BRAMPTON, A6 L7A 0H2 | | | COO | |

Signatures

Hendrik Jacobs 06/16/2014

**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).
- This amended Form 4 is being filed to correct a number of inaccuracies in the original Form 4 filed on August 20, 2013. The original
- (1) Form 4 incorrectly reported a sale of 50,000 common shares. The correct amount sold by the reporting person was only 35,060 common shares.
 - (2) The original Form 4 incorrectly reported that the amount of securities beneficially owned following the sale of common shares was 1,024 common shares. Following the sale of the 35,060 common shares, the reporting person beneficially owned 15,964 common shares.
 - (3) The original Form 4 incorrectly reported a purchase of 14,940 shares of common stock that did not in fact occur. The reporting person acquired 50,000 common shares pursuant to the option exercise reported in the original Form 4, sold 35,060 of those shares and retained the balance of 14,940 shares. As of August 16, 2013 following the sale of 35,060 common shares, the reporting person beneficially owned 15,964 common shares.
 - (4) The original Form 4 incorrectly reported a price of derivative security of \$5.14. The correct price of the derivative security is \$0.
 - (5) The original Form 4 incorrectly reported the number of derivative securities beneficially owned following reported transaction as 290,000. The reporting person exercised all of his stock options with an exercise price of \$5.14, date exercisable of August 9, 2013 and expiration date of August 9, 2022. As a result, the correct number of derivative securities beneficially owned following reported transaction is 0.

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.