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SUNOPTA INC
Form SC 13D/A
May 12, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)

SunOpta Inc.

(Name of Issuer)

Common Stock, Without Par Value

(Title of Class of Securities)

85 25 59 103

(CUSIP Number of Class of Securities)

Michael A. Schwartz, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Oded Tal
Claridge Inc.
1170 Peel Street, Suite 800
Montreal, Canada H3B 4P2
(514) 878-5200

May 10, 2006

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

SCHEDULE 13D/A

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CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Stephen R. Bronfman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

	7	SOLE VOTING POWER	
			4,577,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
			-0-
	9	SOLE DISPOSITIVE POWER	
			4,577,000
	10	SHARED DISPOSITIVE POWER	
			-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

4,577,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.0%

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14 TYPE OF REPORTING PERSON

IN

2

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Featherstonhaugh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

7 SOLE VOTING POWER

37,000

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

8 SHARED VOTING POWER

420,714

9 SOLE DISPOSITIVE POWER

37,000

10 SHARED DISPOSITIVE POWER

420,714

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
457,714

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.8%

14 TYPE OF REPORTING PERSON
IN

3

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SRB Belvedere Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Canada

7 SOLE VOTING POWER

-0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 420,714
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 420,714
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 420,714	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%	
14	TYPE OF REPORTING PERSON 00	

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SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Charles R. Bronfman Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	

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AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

	7	SOLE VOTING POWER
		109,818
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		-0-
	9	SOLE DISPOSITIVE POWER
		109,818
	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

109,818

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

00

Introductory Note

This Amendment No. 8 (this "Statement") amends the Schedule 13D (the "Initial 13D") originally filed by Claridge Israel LLC, a Delaware limited liability company, on September 27, 2001, as amended by Amendment No. 1 thereto filed on October 2, 2001, as further amended by Amendment No. 2 thereto filed on October 23, 2001, as further amended by Amendment No. 3 thereto filed on December 27, 2001, as further amended by Amendment No. 4 thereto filed on December 6, 2002, as further amended by Amendment No. 5 thereto filed on March 28, 2003, as further amended and restated by Amendment No. 6 thereto filed on September 8, 2003 and as further amended by Amendment No. 7 thereto filed on

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January 7, 2004 (the Initial 13D, together with all amendments thereto, are herein referred to as the "Schedule 13D"). Stephen R. Bronfman ("Bronfman"), Robert Fetherstonhaugh ("Fetherstonhaugh"), the SRB Belvedere Trust (the "Belvedere Trust") and the Charles R. Bronfman Trust ("CR.BT", together with Bronfman, Fetherstonhaugh and the Belvedere Trust, the "Reporting Persons") are jointly filing this Statement. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a), (b), (c) and (e) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

(a) The Reporting Persons may be deemed members of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and Rule 13d-5(b)(1) thereunder. Bronfman and Fetherstonhaugh are designated by Claridge to serve on the Board of Directors of the Issuer. Additionally, Fetherstonhaugh is a Belvedere Trustee.

Bronfman beneficially owns directly 4,577,000 shares of Common Stock (including 27,000 shares of Common Stock that may be acquired through presently exercisable options), which represents approximately 8.0% of the Common Stock of the Issuer based on the 56,914,439 shares of Common Stock the Issuer had outstanding as of April 27, 2006, as reported on the Issuer's Form 10-Q for the quarterly period ended March 31, 2006 (the "Reported Share Number"), and the 27,000 shares of Common Stock that may be acquired by Bronfman through presently exercisable options. Bronfman is a contingent beneficiary of CR.BT and the sole beneficiary of the Belvedere Trust. Bronfman disclaims beneficial ownership of (i) the shares of Common Stock held by CR.BT to the extent he may be deemed to have an interest in them through CR.BT and (ii) all shares of Common Stock held by Fetherstonhaugh and the Belvedere Trust.

Fetherstonhaugh beneficially owns (i) directly 37,000 shares of Common Stock (including 27,000 shares of Common Stock that may be acquired through presently exercisable options) and (ii) indirectly 420,714 shares of Common Stock held by the Belvedere Trust, which in the aggregate represents approximately 0.8% of the Common Stock of the Issuer based on the Reported Share Number and the 27,000 shares of

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Common Stock that may be acquired through presently exercisable options. Fetherstonhaugh disclaims beneficial ownership of all shares of Common Stock held by Bronfman and CR.BT.

The Belvedere Trust beneficially owns directly 420,714 shares of Common Stock, which represents approximately 0.7% of the Common Stock of the Issuer, based on the the Reported Share Number. The Belvedere Trust disclaims beneficial ownership of all shares of Common Stock held by Bronfman, Fetherstonhaugh and CR.BT. The Belvedere Trust shares beneficial ownership of all of the shares of Common Stock owned by it with Fetherstonhaugh, a Belvedere Trustee.

CR.BT beneficially owns 109,818 shares of Common Stock, which represents approximately 0.2% of the Common Stock of the Issuer, based on the Reported Share Number. CR.BT disclaims beneficial ownership of all shares of Common Stock held by Bronfman, Fetherstonhaugh and the Belvedere Trust.

Except as disclosed in this Item 5(a), as of the date hereof, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, the

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persons set forth on Schedule I-A or Schedule I-B to Amendment No. 7 to the Schedule 13D, beneficially owns any shares of Common Stock.

(b) Except as set forth in Item 5(a) above, each Reporting Person possesses the sole power to vote and to dispose of the shares of Common Stock reported herein as beneficially owned by such Reporting Person.

(c) Schedule A hereto sets forth certain information with respect to transactions by Bronfman in the Common Stock during the past 60 days. Schedule B hereto sets forth certain information with respect to transactions by the Belvedere Trust in the Common Stock during the past 60 days. All of the transactions set forth on Schedule A and Schedule B were effected in the Nasdaq National Market or on the Toronto Stock Exchange.

Except as set forth above and on Schedule A and Schedule B, during the last 60 days there have been no transactions in the Common Stock effected by the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any of the persons set forth on Schedule I-A or Schedule I-B to Amendment No. 7 to the Schedule 13D.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1. Joint Filing Agreement, dated May 12, 2006, by and among Stephen R. Bronfman, Robert Fetherstonhaugh, SRB Belvedere Trust and Charles R. Bronfman Trust.

Exhibit 99.2. Power of Attorney from Stephen R. Bronfman.

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Exhibit 99.3. Power of Attorney from Robert Fetherstonhaugh.

Exhibit 99.4. Power of Attorney from Robert Fetherstonhaugh, a Trustee of the SRB Belvedere Trust.

Exhibit 99.5. Power of Attorney from Michael Vineberg, a Trustee of the SRB Belvedere Trust.

Exhibit 99.6. Power of Attorney from Guy P. Lander, a Trustee of the Charles R. Bronfman Trust.

Exhibit 99.7. Power of Attorney from Steven H. Levin, a Trustee of the Charles R. Bronfman Trust.

Exhibit 99.8. Power of Attorney from Jay Rubinstein, a Trustee of the Charles R. Bronfman Trust.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the

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undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 12, 2006

STEPHEN R. BRONFMAN

By: /s/ Oded Tal

Name: Oded Tal,
as Attorney-in-Fact
for Stephen R. Bronfman

Dated: May 12, 2006

ROBERT FETHERSTONHAUGH

By: /s/ Oded Tal

Name: Oded Tal,
as Attorney-in-Fact
for Robert Featherstonhaugh

Dated: May 12, 2006

SRB BELVEDERE TRUST

By: /s/ Oded Tal

Name: Oded Tal,
as Attorney-in-Fact for each
of Robert Featherstonhaugh,
a Trustee, and Michael D.
Vineburg, a Trustee

Dated: May 12, 2006

CHARLES R. BRONFMAN TRUST

By: /s/ Oded Tal

Name: Oded Tal,
as Attorney-in-Fact for each
of Robert Featherstonhaugh,
a Trustee, Steven H. Levin,
a Trustee, and Jay Rubinstein,
a Trustee

Schedule A

(Transactions by Bronfman in Common Stock
during the past 60 days)

Date

Transaction

Shares

Pr

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05/09/06	SELL	171,026
05/09/06	SELL	15,475
05/09/06	SELL	19,450
05/09/06	SELL	10,900
05/09/06	SELL	12,810
05/09/06	SELL	57,620
05/09/06	SELL	22,574
05/09/06	SELL	16,350
05/09/06	SELL	10,599
05/09/06	SELL	6,410
05/09/06	SELL	54,949
05/09/06	SELL	15,256
05/09/06	SELL	4,500
05/09/06	SELL	4,523
05/09/06	SELL	5,800
05/09/06	SELL	35,938
05/09/06	SELL	1,650
05/09/06	SELL	101
05/09/06	SELL	9,281
05/09/06	SELL	971
05/09/06	SELL	15,221
05/09/06	SELL	4,509
05/09/06	SELL	18,700
05/09/06	SELL	1,000
05/09/06	SELL	900
05/09/06	SELL	1,500
05/09/06	SELL	7,900
05/09/06	SELL	2,500
05/09/06	SELL	2,693

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05/09/06	SELL	6,507
05/09/06	SELL	4,633
05/09/06	SELL	200
05/09/06	SELL	176,632
05/09/06	SELL	20,495
05/09/06	SELL	6,750
05/09/06	SELL	17,200
05/09/06	SELL	1,200
05/09/06	SELL	2,545
05/09/06	SELL	2,300
05/09/06	SELL	2,925
05/09/06	SELL	1,100
05/09/06	SELL	1,300
05/09/06	SELL	500
05/09/06	SELL	8,200
05/09/06	SELL	3,900
05/09/06	SELL	6,100
05/09/06	SELL	420
05/09/06	SELL	500
05/09/06	SELL	3,128
05/09/06	SELL	300
05/09/06	SELL	3,100
05/09/06	SELL	10,000
05/09/06	SELL	8,200
05/09/06	SELL	700
05/09/06	SELL	14,517
05/09/06	SELL	4,830
05/09/06	SELL	1,800

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Schedule B

(Transactions by the Belvedere Trust in Common Stock
during the past 60 days)

Date ----	Transaction -----	Shares -----	Pr ---
05/09/06	SELL	1,118	
05/09/06	SELL	10,000	
05/09/06	SELL	6,229	
05/09/06	SELL	41,274	
05/09/06	SELL	10,100	
05/09/06	SELL	11,632	
05/09/06	SELL	15,262	
05/09/06	SELL	39,856	
05/09/06	SELL	1,700	
05/09/06	SELL	3,367	
05/09/06	SELL	8,100	
05/09/06	SELL	3,167	
05/09/06	SELL	6,050	
05/09/06	SELL	2,120	
05/09/06	SELL	800	
05/09/06	SELL	1,000	
05/09/06	SELL	5,400	
05/09/06	SELL	5,125	