

SunOpta Inc.  
Form 3  
April 08, 2015

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Versteegh Geradus Joseph Maria            |         | (Month/Day/Year)<br>04/01/2015       | SunOpta Inc. [STKL]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| STATIONSPLEIN 61-65                       |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other<br>(give title below) (specify below)<br>President, ISS |  |
| AB AMSTERDAM, P7 1012                     |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)   |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common shares                      | 76,680   | D   | ^  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|               | Date Exercisable | Expiration Date |               | Amount or Number of Shares |         | or Indirect (I) (Instr. 5) |   |
|---------------|------------------|-----------------|---------------|----------------------------|---------|----------------------------|---|
| Stock Options | Â (1)            | 05/11/2020      | Common shares | 23,500                     | \$ 4.45 | D                          | Â |
| Stock Options | Â (2)            | 05/10/2021      | Common shares | 22,500                     | \$ 7.35 | D                          | Â |
| Stock Options | Â (3)            | 03/04/2022      | Common shares | 35,000                     | \$ 5.15 | D                          | Â |
| Stock Options | Â (4)            | 05/07/2022      | Common shares | 35,000                     | \$ 5.73 | D                          | Â |
| Stock Options | Â (6)            | 05/06/2023      | Common shares | 24,761                     | \$ 7.36 | D                          | Â |
| Stock options | Â (7)            | 05/12/2024      | Common shares | 4,261                      | \$ 11.3 | D                          | Â |
| Stock options | Â (8)            | 05/12/2024      | Common shares | 6,392                      | \$ 11.3 | D                          | Â |
| Stock Options | Â (5)            | 05/06/2023      | Common shares | 10,239                     | \$ 7.36 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                |
|--|---------------|-----------|---------|----------------|
|  | Director      | 10% Owner | Officer | Other          |
| Versteegh Geradus Joseph Maria<br>STATIONSPLEIN 61-65<br>AB AMSTERDAM,Â P7Â 1012 | Â             | Â         | Â       | President, ISS |

## Signatures

/s/ Geradus Versteegh 04/08/2015

\*\*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) These options became or will become exercisable in five equal annual installments on each of May 12, 2011, 2012, 2013, 2014 and 2015. These options qualify as incentive stock options.
- (2) These options became or will become exercisable in five equal annual installments on each of May 11, 2012, 2013, 2014, 2015 and 2016. These options qualify as incentive stock options.
- (3) These options became or will become exercisable in five equal annual installments on each of March 5, 2013, 2014, 2015, 2016 and 2017. These options qualify as incentive stock options.
- (4) These options became or will become exercisable in five equal annual installments on each of May 8, 2013, 2014, 2015, 2016 and 2017. These options qualify as incentive stock options.

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(5) These options will become exercisable in two annual installments. The first installment of 3,239 options will become exercisable on May 7, 2017. The second installment of 7,000 options will become exercisable on May 7, 2018. These options qualify as incentive stock options.

(6) These options became or will become exercisable in four annual installments. The first three installments of 7,000 options became or will become exercisable on each of May 7, 2014, 2015 and 2016. The fourth installment of 3,761 options will become exercisable on May 7, 2017. These options are considered non-statutory stock options.

(7) These options will become exercisable in two annual installments. The first installment of 2,130 options will become exercisable on May 13, 2018. The second installment of 2,131 options will become exercisable on May 13, 2019. These options qualify as incentive stock options.

(8) These options will become exercisable in three annual installments. The first installment of 2,131 options will become exercisable on May 13, 2015. The second installment of 2,130 options will become exercisable on May 13, 2016. The third installment of 2,131 options will become exercisable on May 13, 2017. These options are considered non-statutory stock options.

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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