

SunOpta Inc.
Form 4
September 30, 2015

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 *
Tourbillon Capital Partners, 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)
444 MADISON AVENUE, 26TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2015

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

(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
____ Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | | S | | 24,256 D \$ 5.2456 | 8,289,592 | I <u>(2)</u> By Tourbillon Global Master Fund, Ltd |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | | S | | 9,702 D \$ 5.133 | 8,279,890 | I <u>(2)</u> By Tourbillon Global Master Fund, Ltd |
| Common Shares, no | 09/28/2015 | | S | | 14,554 D \$ 5 | 8,265,336 | I <u>(2)</u> By Tourbillon |

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| | | | | | | | | |
|---|------------|---|-----|---|--------------|---------|--------------|--|
| par value <u>(1)</u> | | | | | | | | Global Master Fund, Ltd |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 212 | D | \$ 5.2456 | 73,087 | I <u>(3)</u> | By Tourbillon Global Long Alpha Fund, LLC |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 85 | D | \$ 5.133 | 73,002 | I <u>(3)</u> | By Tourbillon Global Long Alpha Fund, LLC |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 127 | D | \$ 5 | 72,875 | I <u>(3)</u> | By Tourbillon Global Long Alpha Fund, LLC |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 532 | D | \$ 5.2456 | 180,045 | I <u>(4)</u> | By Tourbillon Global Long Alpha Fund, Ltd |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 213 | D | \$ 5.133 | 179,832 | I <u>(4)</u> | By Tourbillon Global Long Alpha Fund, Ltd |
| Common Shares, no par value <u>(1)</u> | 09/28/2015 | S | 319 | D | \$ 5 | 179,513 | I <u>(4)</u> | By Tourbillon Global Long Alpha Fund, Ltd |

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

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(9-02)

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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tourbillon Capital Partners, L.P. 444 MADISON AVENUE 26TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Brian A. Kessler, Chief Financial Officer of Tourbillon Capital Partners, L.P. | 09/30/2015 |
| __Signature of Reporting Person | Date |
| /s/ Jason H. Karp | 09/30/2015 |
| __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 Form 4 is filed jointly by Tourbillon Capital Partners, L.P. ("Tourbillon") and Jason H. Karp (together, the "Reporting Persons").
- (1) Each of the Reporting Persons disclaims beneficial ownership of the Common Shares reported herein except to the extent of his or its pecuniary interest therein.
 - (2) Securities held for the account of Tourbillon Global Master Fund, Ltd ("Global Master Fund"). Each of Tourbillon, as the Investment Manager of Global Master Fund, and Jason H. Karp, as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Master Fund.
 - (3) Securities held for the account of Tourbillon Global Long Alpha Fund, LLC ("Global Alpha Fund"). Each of Tourbillon, as the Investment Manager of Global Alpha Fund, and Jason H. Karp, as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Alpha Fund.
 - (4) Securities held for the account of Tourbillon Global Long Alpha Fund, Ltd ("Global Alpha Offshore Fund"). Each of Tourbillon, as the Investment Manager of Global Alpha Offshore Fund, and Jason H. Karp, as the Chief Executive Officer of Tourbillon, may be deemed to beneficially own the securities held for the account of Global Alpha Offshore Fund.

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