SunOpta Inc. Form 4 March 07, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Oaktree Huntington Investment Fund II, L.P.

> (Last) (First)

2. Issuer Name and Ticker or Trading Symbol

SunOpta Inc. [STKL]

3. Date of Earliest Transaction

(Month/Day/Year) 03/03/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O OAKTREE CAPITAL MANAGEMENT, L.P., 333 SOUTH GRAND AVENUE, 28TH FLOOR

(State)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOS ANGELES, CA 90071

(City)

		Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securitie on(A) or Disp	•		5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		(()				Following	Indirect (I)	(Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price	(Ilisti. 5 alid 4)		
Common Stock	03/03/2017		P	305,483	A	\$ 6.87 (1)	305,483	D (2) (3) (4) (5)	
Common Stock	03/06/2017		P	184,596	A	\$ 6.95 (6)	490,079	D (2) (3) (4) (5)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritie	Title Number		
				Codo V	(A) (D)				of Charac		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships					
		10% Owner	Officer	Other			
Oaktree Huntington Investment Fund II, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X					
Oaktree Huntington Investment Fund II GP, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X					
Oaktree Fund GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X					
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X					
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071		X					
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR		X					

Reporting Owners 2

X

X

LOS ANGELES, CA 90071

OAKTREE HOLDINGS, LLC

C/O OAKTREE CAPITAL MANAGEMENT, L.P.
333 SOUTH GRAND AVENUE, 28TH FLOOR

LOS ANGELES, CA 90071

OAKTREE CAPITAL MANAGEMENT LP C/O OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

LOS ANGELES, CA 90071

Oaktree Holdings, Inc.

C/O OAKTREE CAPITAL MANAGEMENT, L.P.

333 SOUTH GRAND AVENUE, 28TH FLOOR

LOS ANGELES, CA 90071

Signatures

See signatures included in Exhibit 99.1

03/07/2017

**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).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.20 to \$7.05, inclusive. The Reporting Persons undertake to provide to SunOpta Inc., any security holder of SunOpta Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 1 and footnote 6.
- This Form 4 is also being filed by: (i) Oaktree Huntington Investment Fund II GP, L.P., a Delaware limited partnership ("OHIF II GP"), in its capacity as general partner of Oaktree Huntington Investment Fund II, L.P. ("OHIF II"); (ii) Oaktree Fund GP, LLC, a Delaware limited liability company ("GP LLC"), in its capacity as general partner of OHIF II GP; (iii) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as managing member of GP LLC; (iv) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as general partner of GP I; (v) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I").
- ("Capital I"), in its capacity as general partner of GP I; (v) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as general partner of Capital I; (vi) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), in its capacity as managing member of Holdings I; (continued in footnote 3);
 - (Continued from footnote 2) (vii) Oaktree Capital Management, L.P., a Delaware limited partnership and a registered investment adviser under the Investment Advisers Act of 1940, as amended ("Management"), in its capacity as investment manager of OHIF II; (viii) Oaktree Holdings, Inc., a Delaware corporation ("Holdings, Inc."), in its capacity as general partner of Management; (ix) Oaktree Capital
- (3) Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the sole shareholder of Holdings, Inc. and managing member of Holdings; and (x) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP" and together with OHIF II, OHIF II GP, GP LLC, GP I, Capital I, Holdings I, Holdings, Management, Holdings, Inc., OCG, collectively, the "Reporting Persons"), in its capacity as the duly elected manager of OCG.
- Each Reporting Person disclaims beneficial ownership of the Common Stock reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of the Common Stock covered by this Form 4.
 - OCGH GP is managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, David M. Kirchheimer, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to
- (5) have indirect beneficial ownership of the Common Stock reported herein. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock reported herein, except to the extent of his respective pecuniary interests therein, and the filing of this Form 4 shall not be construed as an admission that any such person is the beneficial owner of the Common Stock covered by this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.40 to \$6.96, inclusive.

Signatures 3

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Remarks:

This Form 4 is being filed in two parts due to the number of Reporting Persons. Both Filings relate to the same holdings described to the same holdings described to the same holdings described to the collection 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.