

SunOpta Inc.  
Form 3  
January 26, 2016

**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	
Â Barlett Lillian		(Month/Day/Year)	SunOpta Inc. [STKL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2233 ARGENTIA ROAD,			(Check all applicable)	
SUITE 401			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP RMIA	
MISSISSAUGA,Â A6Â L5N			6. Individual or Joint/Group Filing(Check Applicable Line)	
2X7			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common shares	2,366	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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

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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (I) (Instr. 5)	
Stock options	Â (1)	08/10/2016	Common shares	800	\$ 5.62	D	Â
Stock options	Â (2)	05/11/2017	Common shares	400	\$ 7.35	D	Â
Stock options	Â (3)	12/01/2017	Common shares	3,000	\$ 4.99	D	Â
Stock options	Â (4)	05/08/2022	Common shares	6,000	\$ 5.73	D	Â
Stock options	Â (5)	05/07/2023	Common shares	8,000	\$ 7.36	D	Â
Stock options	Â (6)	05/13/2024	Common shares	4,185	\$ 11.3	D	Â
Stock options	Â (7)	05/12/2025	Common shares	5,812	\$ 10.08	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barlett Lillian 2233 ARGENTIA ROAD, SUITE 401 MISSISSAUGA,Â A6Â L5N 2X7	Â	Â	Â VP RMIA	Â

## Signatures

/s/ Lillian Barlett 01/26/2016

\_\_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 exercisable in two equal annual installments on each of August 10, 2014 and 2015. These options qualify as incentive stock options.
- (2) These options became or will become exercisable in two equal annual installments on each of May 11, 2015 and 2016. These options qualify as incentive stock options.
- (3) These options became or will become exercisable in three equal annual installments on each of December 1, 2014, 2015 and 2016. These options qualify as incentive stock options.
- (4) These options became or will become exercisable in three equal annual installments on each of May 8, 2015, 2016 and 2017. These options qualify as incentive stock options.
- (5) These options became or will become exercisable in four equal annual installments on each of May 7, 2015, 2016, 2017 and 2018. These options qualify as incentive stock options.
- (6)

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These options became or will become exercisable in five equal annual installments on each of May 13, 2015, 2016, 2017, 2018 and 2019. These options qualify as incentive stock options.

- (7) These options will become exercisable in five annual installments. The first installment of 1,162 options will become exercisable on May 12, 2016. The second installment of 1,163 options will become exercisable on May 12, 2017. The third installment of 1,162 options will become exercisable on May 12, 2018. The fourth installment of 1,163 options will become exercisable on May 12, 2019. The fifth installment of 1,162 options will become exercisable on May 12, 2020. These options qualify as incentive 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. 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.