

SunOpta Inc.
Form 3
January 25, 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 and Ticker or Trading Symbol
Â Gratzek James	(Month/Day/Year)	SunOpta Inc. [STKL]
(Last) (First) (Middle)	01/18/2016	
		4. Relationship of Reporting Person(s) to Issuer
SUNOPTA INC.,Â 7301 OHMS		5. If Amendment, Date Original Filed(Month/Day/Year)
LANE, SUITE 600		
(Street)		(Check all applicable)
		____ Director ____ 10% Owner
		__X__ Officer ____ Other
		(give title below) (specify below)
EDINA,Â MNÂ 55439		SVP R&D
(City) (State) (Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)
		__X__ Form filed by One Reporting Person
		____ 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	0	D	Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock options	Â (1)	08/12/2024	Common shares	25,000	\$ 13.86	D	Â
Stock options	Â (2)	05/12/2025	Common shares	9,525	\$ 10.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gratzek James SUNOPTA INC. 7301 OHMS LANE, SUITE 600 EDINA, MN 55439	Â	Â	Â SVP R&D	Â

Signatures

/s/ James
Gratzek

01/25/2016

**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 or will become exercisable in five equal annual installments on each of August 12, 2015, 2016, 2017, 2018 and 2019. These options qualify as incentive stock options.
- (2) These options will become exercisable in five equal annual installments on each of May 12, 2016, 2017, 2018, 2019 and 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.
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