

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Oaktree Huntington Investment Fund II, L.P.</u> _____ (Last) (First) (Middle) <u>C/O OAKTREE CAPITAL MANAGEMENT, L.P.</u> <u>333 SOUTH GRAND AVENUE, 28TH FLOOR</u> _____ (Street) <u>LOS ANGELES CA 90071</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SunOpta Inc. [STKL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	05/12/2017		P		644,540	A	\$7.5	1,358,565	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾		

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Oaktree Huntington Investment Fund II, L.P.</u> _____ (Last) (First) (Middle) <u>C/O OAKTREE CAPITAL MANAGEMENT, L.P.</u> <u>333 SOUTH GRAND AVENUE, 28TH FLOOR</u> _____ (Street) <u>LOS ANGELES CA 90071</u> _____ (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Oaktree Huntington Investment Fund II GP, L.P.](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Oaktree Fund GP, LLC](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OAKTREE FUND GP I, L.P.](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Oaktree Capital I, L.P.](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[OCM HOLDINGS I, LLC](#)

(Last) (First) (Middle)

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

(Street)

LOS ANGELES CA 90071

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>OAKTREE HOLDINGS, LLC</u>		
(Last)	(First)	(Middle)
C/O OAKTREE CAPITAL MANAGEMENT, L.P.		
333 SOUTH GRAND AVENUE, 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>OAKTREE CAPITAL MANAGEMENT LP</u>		
(Last)	(First)	(Middle)
C/O OAKTREE CAPITAL MANAGEMENT, L.P.		
333 SOUTH GRAND AVENUE, 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>Oaktree Holdings, Inc.</u>		
(Last)	(First)	(Middle)
C/O OAKTREE CAPITAL MANAGEMENT, L.P.		
333 SOUTH GRAND AVENUE, 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City) (State) (Zip)		

Explanation of Responses:

- 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"), 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 2);
- (Continued from footnote 1) (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 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. and 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, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to 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 interest 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.

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 above. 1 of 2

See signatures included in 12/15/2017
Exhibit 99.1

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

This Statement on Form 4 is filed by the Reporting Persons listed below. The principal business address of the Reporting Persons is 333 South Grand Avenue, 28th Floor, Los Angeles, CA 90071.

Name of Designated Filer: OAKTREE HUNTINGTON INVESTMENT FUND II, L.P.

Date of Event Requiring Statement: December 15, 2017.

Issuer Name: SunOpta Inc. [STKL]

OAKTREE HUNTINGTON INVESTMENT FUND
II, L.P.

By: Oaktree Huntington Investment Fund II GP, L.P.
Its: General Partner

By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Brian Price

Name: Brian Price
Title: Authorized Signatory

OAKTREE HUNTINGTON INVESTMENT FUND II
GP, L.P.

By: Oaktree Fund GP, LLC
Its: General Partner

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Brian Price

Name: Brian Price
Title: Authorized Signatory

OAKTREE FUND GP, LLC

By: Oaktree Fund GP I, L.P.
Its: Managing Member

By: /s/ Brian Price

Name: Brian Price
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Brian Price

Name: Brian Price
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OCM HOLDINGS I, LLC

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OAKTREE CAPITAL MANAGEMENT, L.P.

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OAKTREE HOLDINGS, INC.

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

By: Oaktree Capital Group Holdings GP, LLC
Its: Manager

By: /s/ Brian Price

Name: Brian Price
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP,
LLC

By: /s/ Brian Price

Name: Brian Price
Title: Vice President