

**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 Organics, 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>05/12/2017</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		1,168,753	A	\$8	3,678,674	D <sup>(1)(2)(3)(4)</sup>	

**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 Organics, 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 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\*

[OAKTREE HOLDINGS, 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*		
<a href="#">Oaktree Capital Group, LLC</a>		
(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*		
<a href="#">Oaktree Capital Group Holdings GP, LLC</a>		
(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:**

1. This Form 4 is also being filed by: (i) Oaktree Fund GP, LLC, a Delaware limited liability company ("GP LLC"), in its capacity as general partner of Oaktree Organics, L.P. ("Organics"); (ii) Oaktree Fund GP I, L.P., a Delaware limited partnership ("GP I"), in its capacity as managing member of GP LLC; (iii) Oaktree Capital I, L.P., a Delaware limited partnership ("Capital I"), in its capacity as general partner of GP I; (iv) OCM Holdings I, LLC, a Delaware limited liability company ("Holdings I"), in its capacity as general partner of Capital I; (v) Oaktree Holdings, LLC, a Delaware limited liability company ("Holdings"), in its capacity as managing member of Holdings I; (continued in footnote 2)
2. (Continued from footnote 1) (vi) Oaktree Capital Group, LLC, a Delaware limited liability company ("OCG"), in its capacity as the managing member of Holdings; and (vii) Oaktree Capital Group Holdings GP, LLC, a Delaware limited liability company ("OCGH GP" and together with Organics, GP LLC, GP I, Capital I, Holdings I, Holdings and OCG, collectively, the "Reporting Persons"), in its capacity as the duly elected manager of OCG.
3. 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.
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 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.

**Remarks:**

[See signatures included in Exhibit 99.1](#)      [05/16/2017](#)

\*\* 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 ORGANICS, L.P.

Date of Event Requiring Statement: May 12, 2017.

Issuer Name: SunOpta Inc. [STKL]

OAKTREE ORGANICS, L.P.

By: Oaktree Fund GP, LLC  
Its: General Partner

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

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Authorized Signatory

OAKTREE FUND GP, LLC

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

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Authorized Signatory

OAKTREE FUND GP I, L.P.

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Authorized Signatory

OAKTREE CAPITAL I, L.P.

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Vice President

OCM HOLDINGS I, LLC

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Vice President

OAKTREE HOLDINGS, LLC

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Vice President

OAKTREE CAPITAL GROUP, LLC

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

By: /s/ Jamie Toothman  
-----  
Name: Jamie Toothman  
Title: Vice President

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC

By: /s/ Jamie Toothman

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Name: Jamie Toothman  
Title: Vice President