

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>Gratzek James</u>			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 10% Owner Officer (give title below) Other (specify below) SVP		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/14/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
SUNOPTA INC., 7301 OHMS LANE, SUITE 600			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/18/2019</u>					
(Street)	(City)	(State)	(Zip)					
EDINA	MN	55439						

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			

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						Title
Performance Stock Units	(1)	06/14/2019		A	V	43,072		(2)	(3)	Common Shares	43,072	\$0.00	43,072	D	

Explanation of Responses:

- Each Performance Stock Unit represents a contingent right to receive one share of STKL common stock.
- This amendment is filed for the sole purpose of amending and restating footnote (2) to the original Form 4 as follows: The Performance Stock Units ("PSUs") vest based upon the Company's Adjusted EBITDA, excluding the international organic ingredients and organic soy and corn operations (the "Performance Measure"), as reported by the Company in its Annual Report on Form 10-K for its 2019 fiscal year. If the Performance Measure is less than \$20.9 million, none of the PSUs will vest. If the Performance Measure is greater than \$20.9 million, a percentage of the PSUs, ranging from 33% to 100%, will vest in accordance with a vesting table. The vested amount increases by one percentage point for each level of the Performance Measure achieved, as specified in the vesting table. If the Performance Measure is greater than or equal to \$38.4 million, all of the PSUs will vest. Vesting is also subject to continued employment of the reporting person through vesting date.
- The Performance Stock Units do not have an expiration date.

Remarks:

/s/ Jill Barnett, attorney-in-fact 06/19/2019

** 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.