

SUNOPTA INC
Form 10-K/A
June 22, 2006

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K/A

(Amendment No. 1)

**x ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **December 31, 2005**

Commission File No. 0-9989

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

SUNOPTA INC.

(Exact name of registrant as specified in its charter)

CANADA

(Jurisdiction of Incorporation)

Not Applicable

(I.R.S. Employer Identification No.)

2838 Bovaird Drive West

Brampton, Ontario L7A 0H2, Canada

(Address of Principle Executive Offices)

(905) 455-1990

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant Section to 12(g) of the Act:

Common Shares, no Par value

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-K contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act).

Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

At February 17, 2006 the registrant had outstanding 56,671,870 common shares, the only class of registrant's common stock outstanding. There were no other classes of stock outstanding and the aggregate market value of voting stock held by non-affiliates at such date was US \$332,303,294. The Company's common shares traded on Nasdaq National Market tier of the Nasdaq Stock Market under the symbol STKL and on the Toronto Stock Exchange under the symbol SOY.

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Item 9B. Other Information

EXPLANATORY NOTE

We are amending our Form 10-K for the year ended December 31, 2005 to include a press release issued on November 2, 2005, announcing our financial results for the three months and nine months ended September 30, 2005 and on December 13, 2005, SunOpta Inc. issued a press release announcing the appointment of Steven Townsend to the Board of Directors of the Company. Mr. Townsend was also named as a member to the audit committee of the Company. The text of both press releases is included as exhibits and should have been filed on Form 8-K. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein are deemed to be furnished and shall not be deemed to be filed.

Except for the changes noted above, there are no changes for the year ended December 31, 2005.

PART II. - OTHER INFORMATION

Item 6. Exhibits

(a) **Exhibits -**

- 31.1 Certification by Jeremy N. Kendall, Chief Executive Officer pursuant to Rule 13(a) 14(a) under the Exchange Act. *
- 31.2 Certification by John Dietrich, Chief Financial Officer pursuant to Rule 13(a) 14(a) under the Exchange Act. *
- 31.3 Certification by Jeremy N. Kendall, Chief Executive Officer pursuant to Rule 13(a) 14(a) under the Exchange Act. **
- 31.4 Certification by John Dietrich, Chief Financial Officer pursuant to Rule 13(a) 14(a) under the Exchange Act. **
- 32 Certifications by Jeremy N. Kendall, Chairman and Chief Executive Officer and John Dietrich, Vice President and Chief Financial Officer pursuant to Section 18 U.S.C Section 1350. *

* Previously filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission on February 27, 2006.

** Filed herewith

(b) None

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press release dated November 2, 2005</u>
99.2	<u>Press release dated December 13, 2005</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUNOPTA INC.

By /s/ Jeremy N. Kendall

By /s/ John Dietrich

Jeremy N. Kendall,
Chairman and Chief Financial Officer

John Dietrich, Vice President
Vice President and Chief Financial Officer

Date June 21, 2006

Date June 21, 2006