

SunOpta Inc.
Form SC 13D/A
September 08, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 9)*

SUNOPTA INC.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

8676EP108

(CUSIP Number)

Supriya Kapoor

2 Bloor Street East, Suite 3000

Toronto, Ontario M4W 1A8

(647) 724-8900

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 6, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No: 8676EP108

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NAMES OF REPORTING PERSONS

1

WEST FACE CAPITAL INC.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Canada

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

4,253,343

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

4,253,343

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,253,343

12

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

4.97%

14

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO, FI

SCHEDULE 13D

CUSIP No: 8676EP108

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NAMES OF REPORTING PERSONS

1

GREGORY A. BOLAND

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Canada

SOLE VOTING POWER

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BENEFICIALLY OWNED BY EACH
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4,253,343

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CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
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13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

4.97%

14

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN, HC

SCHEDULE 13D

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Item 1. Security and Issuer

This Amendment No. 9 to Schedule 13D is being filed by West Face Capital Inc. (“West Face”) and Gregory A. Boland (“Mr. Boland”) (collectively, the “Reporting Persons”), pursuant to §240.13d-2(a), to amend the Schedule 13D filed on February 23, 2012 (“Initial Schedule 13D”) as amended by Amendment No. 1 filed on May 18, 2012, Amendment No. 2 filed on August 15, 2013, Amendment No. 3 filed on August 28, 2014, Amendment No. 4 filed on September 8, 2014, Amendment No. 5 filed on August 14, 2015, Amendment No. 6 filed on September 30, 2015, Amendment No. 7 filed on January 5, 2016 and Amendment No. 8 filed on August 16, 2016 (each Amendment together with the Initial Schedule 13D, the “Amended Schedule 13D”) relating to the Common Shares, no par value (the “Shares”), of SunOpta Inc. (the “Issuer” or the “Company”), whose principal executive offices are located at 2233 Argentia Road, Mississauga, Ontario L5N 2X7, Canada. Except as set forth below, all Items of the Amended Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Amended Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated as follows:

- (a) Each of West Face and Mr. Boland may be deemed to be the beneficial owner of 4,253,343 Shares (approximately 4.97% of the total number of Shares outstanding). This figure is based on a total of 85,613,246 Shares outstanding on August 5, 2016, as reported in the Company’s quarterly report on Form 10-Q, filed with the SEC on August 10, 2016.
- (b) Each of West Face and Mr. Boland may be deemed to have shared voting power and shared dispositive power over the 4,253,343 Shares they may be deemed to beneficially own.
- (c) A description of the transactions in the Shares by the Reporting Persons since the most recent filing of Schedule 13D on Amendment No. 8, filed August 16, 2016, all of which were effected in the open market in routine brokerage transactions, is included in Exhibit C.
- (d) West Face Long Term Opportunities Global Master L.P. is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this statement that may be deemed to be beneficially owned by the Reporting Persons.
- (e) As of September 7, 2016, the Reporting Persons ceased to be the beneficial owners of more than five percent of the Shares.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit C: Schedule of Transactions

SCHEDULE 13D

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 8, 2016

WEST FACE CAPITAL INC.

By: /s/ Supriya Kapoor

Name: Supriya Kapoor

Title: Attorney-in-fact for Gregory A. Boland
President and Chief Executive Officer of
West Face Capital Inc.

GREGORY A. BOLAND

By: /s/ Supriya Kapoor

Name: Supriya Kapoor

Title: Attorney-in-fact for Gregory A. Boland

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EXHIBIT C

SCHEDULE OF TRANSACTIONS

| Name of Account | Date of Transaction | Nature of Transaction | Quantity of Shares | Price per Share |
|--|---------------------|-----------------------|--------------------|-----------------|
| West Face Long Term Opportunities Global Master L.P. | 08/19/2016 | Sale | 300,000 | \$6.4762 (1) |
| West Face Long Term Opportunities Global Master L.P. | 08/22/2016 | Sale | 200,000 | \$6.5098 (2) |
| West Face Long Term Opportunities Global Master L.P. | 08/23/2016 | Sale | 100,000 | \$6.5444 (3) |
| West Face Long Term Opportunities Global Master L.P. | 09/06/2016 | Sale | 1,350,000 | \$6.7789 (4) |
| West Face Long Term Opportunities Global Master L.P. | 09/07/2016 | Sale | 150,000 | \$6.9000 |

1. This price reflects an average weighted price. The actual prices for these transactions range from \$6.45 to \$6.56, inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Company, or a security holder of the Company, full information regarding the number of Shares sold at each separate price with the ranges set forth in footnotes (1) through (4) to this Schedule 13D.

2. This price reflects an average weighted price. The actual prices for these transactions range from \$6.50 to \$6.6325, inclusive.

3. This price reflects an average weighted price. The actual prices for these transactions range from \$6.50 to \$6.61, inclusive.

4. This price reflects an average weighted price. The actual prices for these transactions range from \$6.61 to \$6.80, inclusive.