

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

1. Name and Address of Reporting Person * <u>Oaktree Organics, L.P.</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)	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) 04/24/2020	
	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			
Special Shares, Series 2 ⁽¹⁾	04/24/2020		J ⁽¹⁾		0	A	\$ 0.00	0	D ⁽¹⁾	

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
Series B-1 Preferred Stock	⁽⁵⁾	04/24/2020		P		12,538.52		⁽⁵⁾	⁽⁵⁾	Common Shares	5,015,408 ⁽⁶⁾	\$ 1,000	12,538.52 ⁽⁵⁾	D ^{(2) (3) (4)}	

1. Name and Address of Reporting Person *
Oaktree Organics, 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)

(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)

(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)

(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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Oaktree Capital Group, 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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Oaktree Capital Group Holdings 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)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
BROOKFIELD ASSET MANAGEMENT INC.		
(Last)	(First)	(Middle)
C/O OAKTREE CAPITAL MANAGEMENT, L.P.		
333 SOUTH GRAND AVENUE, 28TH FLOOR		
(Street)		
LOS ANGELES	CA	90071
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Partners Ltd		

(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. Represents up to 6,000,000 Special Shares, Series 2 (the "Special Voting Shares") that, subject to certain caps (the "Voting Trust Caps") as provided in the Voting Trust Agreement (as defined below), may be issued and deposited with OCM SunOpta Trustee LLC, an affiliate of the Reporting Persons (as defined below), as trustee (the "Trustee") for and on behalf of Oaktree Organics, L.P. ("Organics") and other holders of Preferred Shares (as defined below) of SunOpta Foods Inc. (the "Subsidiary") from time to time pursuant to a voting trust agreement dated April 24, 2020 (the "Voting Trust Agreement"), among SunOpta Inc. (the "Company"), the Subsidiary, Organics, Oaktree Huntington Investment Fund II, L.P. and the Trustee. The Special Shares serve as the mechanism for attaching exchanged voting to the Preferred Shares. As a result of the Voting Trust Caps, no Special Voting Shares have been issued to the Reporting Persons (as defined below).
2. Organics directly owns the securities reported herein. This Form 4 is also being filed by (i) Oaktree Fund GP, LLC ("Fund GP") in its capacity as general partner of Organics (ii) Oaktree Fund GP I, L.P. ("GP I") in its capacity as managing member of Fund GP; (iii) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I; (iv) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I; (v) Oaktree Holdings, LLC ("Holdings LLC") in its capacity as the managing member of Holdings I; (vi) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings LLC; (vii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly appointed manager of OCG;
3. (Continued from footnote 2) (viii) Brookfield Asset Management, Inc. ("BAM") in its capacity as the indirect owner of the class A units of OCG and (ix) Partners Limited, in its capacity as the sole owner of Class B Limited Voting Shares of BAM (each a "Reporting Person" and, collectively, the "Reporting Persons").
4. Each Reporting Person disclaims beneficial ownership of all equity securities 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 any equity securities covered by this Form 4.
5. Shares of the Series B-1 Preferred Stock of the Subsidiary (the "Preferred Shares") may be exchanged at any time into the number of Common Shares of the Company, subject to certain restrictions including those set forth in Note (6) below, equal to, per Preferred Share, the quotient of the liquidation preference of the Preferred Share divided by \$2.50 (the "Exchange Price"), subject to customary anti-dilution adjustments, provided that the Exchange Price may not be lower than \$2.00 (subject to adjustment in certain circumstances). The Preferred Shares have no expiration date.
6. The number of Common Shares reported herein represents the number of Common Shares that would be issuable upon the exchange of all of the 12,538.52 Preferred Shares held by Organics without giving effect to the Exchange Caps and the Rights Plan Exchange Cap (each as defined in the Subsidiary's Second Amended and Restated Certificate of Incorporation). The Exchange Caps and the Rights Plan Exchange Cap limit the number Common Shares that are exchangeable by the Reporting Persons for the Preferred Shares.

Remarks:

OAKTREE ORGANICS, L.P.
By: Oaktree Fund GP, LLC Its:
GP, By: Oaktree Fund GP I, L.P. 04/28/2020
Its: Managing Member By: /s/
Ting He, Authorized Signatory
OAKTREE FUND GP, LLC By:
Oaktree Fund GP I, L.P. Its: 04/28/2020
Managing Member By: /s/ Ting
He, Authorized Signatory
OAKTREE FUND GP I, L.P.
By: /s/ Ting He, Authorized 04/28/2020
Signatory
OAKTREE CAPITAL I, L.P.
By: /s/ Ting He, Vice President 04/28/2020
OCM HOLDINGS I, LLC By: 04/28/2020
/s/ Ting He, Vice President
OAKTREE HOLDINGS, LLC
By: /s/ Ting He, Vice President 04/28/2020
OAKTREE CAPITAL GROUP,
LLC By: Oaktree Capital Group 04/28/2020
Holdings GP, LLC Its: Manager
By: /s/ Ting He, Vice President
OAKTREE CAPITAL GROUP
HOLDINGS GP, LLC By: /s/ 04/28/2020
Ting He, Vice President
BROOKFIELD ASSET
MANAGEMENT INC. By: /s/ 04/28/2020
Jessica Diab, Vice President,
Legal & Regulatory
PARTNERS LIMITED By: /s/ 04/28/2020
Brian Lawson, President
 ** 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.