

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 Huntington Investment Fund II, 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 <sup>(1)</sup>	04/24/2020		J <sup>(1)</sup>		0	A	\$ 0.00	0	D <sup>(1)</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	Title	Amount or Number of Shares				
Series B-1 Preferred Stock	<sup>(5)</sup>	04/24/2020		P		2,461.48		<sup>(5)</sup>	<sup>(5)</sup>	Common Shares	984,592 <sup>(6)</sup>	\$ 1,000	2,461.48 <sup>(5)</sup>	D <sup>(2) (3) (4)</sup>	

1. Name and Address of Reporting Person \*  
Oaktree Huntington Investment Fund II, 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 Huntington Investment Fund II GP, 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

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[OAKTREE FUND GP I, L.P.](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Oaktree Capital I, L.P.](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[OCM HOLDINGS I, LLC](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[OAKTREE HOLDINGS, LLC](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

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(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Oaktree Capital Group, LLC](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

---

(City) (State) (Zip)

1. Name and Address of Reporting Person \*  
[Oaktree Capital Group Holdings GP, LLC](#)

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(Last) (First) (Middle)  
C/O OAKTREE CAPITAL MANAGEMENT, L.P.  
333 SOUTH GRAND AVENUE, 28TH FLOOR

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(Street)  
LOS ANGELES CA 90071

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

**Explanation of Responses:**

- 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 Huntington Investment Fund II, L.P. ("OHIF") 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, OHIF, Oaktree Organics, 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).
- OHIF directly owns the securities reported herein. This Form 4 is also being filed by (i) Oaktree Huntington Investment Fund II GP, L.P. ("OHIF GP") (ii) Oaktree Fund GP, LLC ("Fund GP") in its capacity as general partner of OHIF GP (iii) Oaktree Fund GP I, L.P. ("GP I") in its capacity as managing member of Fund GP; (iv) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I; (v) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I; (vi) Oaktree Holdings, LLC ("Holdings LLC") in its capacity as the managing member of Holdings I.; (vii) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings LLC;
- (Continued from footnote 2) (viii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly appointed manager of OCG; (ix) Brookfield Asset Management, Inc. ("BAM") in its capacity as the indirect owner of the class A units of OCG and (x) 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").
- 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.
- 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.
- The number of Common Shares reported herein represents the number of Common Shares that would be issuable upon the exchange of all of the 2,461.48 Preferred Shares held by OHIF 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:**

Form 1 of 2.

OAKTREE HUNTINGTON INVESTMENT FUND II, L.P.  
By: OAKTREE HUNTINGTON INVESTMENT FUND II GP, L.P. Its: GP, By: OAKTREE FUND GP, LLC, its GP, By: Oaktree Fund GP I, L.P. Its: Managing Member, By: /s/ Ting He, Authorized Signatory 04/28/2020

OAKTREE HUNTINGTON INVESTMENT FUND II GP, L.P. Its: GP, By: OAKTREE FUND GP, LLC, its GP, By: Oaktree Fund GP I, L.P. Its: Managing Member, By: /s/ Ting He, Authorized Signatory 04/28/2020

OAKTREE FUND GP, LLC By: Oaktree Fund GP I, L.P. Its: Managing Member By: /s/ Ting He, Authorized Signatory 04/28/2020

OAKTREE FUND GP I, L.P. By: /s/ Ting He, Authorized Signatory 04/28/2020

OAKTREE CAPITAL I, L.P. By: /s/ Ting He, Vice President 04/28/2020

OCM HOLDINGS I, LLC By: /s/ Ting He, Vice President 04/28/2020

OAKTREE HOLDINGS, LLC By: /s/ Ting He, Vice President 04/28/2020

OAKTREE CAPITAL GROUP, LLC By: Oaktree Capital Group Holdings GP, LLC Its: Manager By: /s/ Ting He, Vice President 04/28/2020

OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: /s/ Ting He, Vice President 04/28/2020

BROOKFIELD ASSET MANAGEMENT INC. By: /s/ Jessica Diab, Vice President, Legal & Regulatory 04/28/2020

\*\* 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.**