

SunOpta Inc.
Form 8-K
May 29, 2013

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

FORM 8-K

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

Date of Report (Date of earliest event reported): May 28, 2013

SUNOPTA INC.

(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation)

001-34198
(Commission File Number)

Not Applicable
(IRS Employer Identification
No.)

**2838 Bovaird Drive West
Brampton, Ontario, L7A 0H2, Canada**
(Address of Principal Executive Offices)

(905) 455-1990
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
-

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

SunOpta Inc. held its Annual and Special Meeting on May 28, 2013 (the Meeting). The matters voted upon at the Meeting included (i) the election of ten directors of the Company for the ensuing year; (ii) amendment of Articles of Incorporation to authorize the directors of the Company to fix the number of directors to be elected by the shareholders at no less than a minimum of 5 and no more than a maximum of 15, and to appoint one or more additional directors between meetings of shareholders, provided the total number of directors so appointed does not exceed one-third of the number of directors elected at the previous annual meeting of shareholders, (iii) approval of 2013 Stock Incentive Plan, (iv) the appointment of Deloitte LLP as the independent registered public accounting firm and auditor of the Company for the ensuing year and to authorize the Audit Committee of the Company to fix their remuneration; and (v) the approval on an advisory vote regarding the compensation of the Company's named executive officers.

Our scrutineer reported the vote of the shareholders as follows:

1. Election of Directors

| <u>Director Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|----------------------|------------------|-----------------------|-------------------------|
| Jay Amato | 33,286,044 | 1,861,055 | 11,543,259 |
| Steven Bromley | 34,476,647 | 670,452 | 11,543,259 |
| Michael Detlefsen | 34,576,081 | 571,018 | 11,543,259 |
| Peter Fraser | 34,612,381 | 534,718 | 11,543,259 |
| Douglas Greene | 33,468,952 | 1,678,147 | 11,543,259 |
| Victor Hepburn | 34,559,176 | 587,923 | 11,543,259 |
| Katrina Houde | 34,365,091 | 782,008 | 11,543,259 |
| Jeremy Kendall | 34,502,068 | 645,031 | 11,543,259 |
| Alan Murray | 33,563,061 | 1,584,038 | 11,543,259 |
| Allan Routh | 34,676,737 | 470,362 | 11,543,259 |

- 2. Amendment of Articles of Incorporation** to Authorize the Directors of the Company to fix the number of directors to be elected by the shareholders at no less than a minimum of 5 and no more than a maximum of 15, and to appoint one or more additional directors between meetings of shareholders, provided the total number of directors so appointed does not exceed one-third of the number of directors elected at the previous annual meeting of shareholders.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------------|-------------------------|
| 34,060,129 | 682,562 | 404,408 | 11,543,259 |

3. Approval of 2013 Stock Incentive Plan

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------------|-------------------------|
| 33,027,326 | 1,406,923 | 712,850 | 11,543,259 |

4. Appointment of Independent Registered Public Accounting Firm

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> |
|------------------|----------------------|----------------------|
| 45,884,611 | 85,117 | 720,630 |

5. Advisory Resolution Regarding the Compensation of the Company's Named Executive Officers

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------|-------------------------|
|------------------|----------------------|----------------|-------------------------|

Edgar Filing: SunOpta Inc. - Form 8-K

| | | | |
|------------|---------|---------|------------|
| 33,998,194 | 514,007 | 634,898 | 11,543,259 |
|------------|---------|---------|------------|

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 hereunto duly authorized.

SUNOPTA INC.

By /s/ Robert McKeracher
Robert McKeracher
Vice President and Chief Financial Officer

Date May 29, 2013
