

SunOpta Inc.  
Form SC 13D/A  
May 17, 2017

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**SunOpta Inc.**

**(Name of Issuer)**

**Common Shares, no par value**

**(Title of Class of Securities)**

**8676EP108**

**(CUSIP Number)**

**Todd E. Molz**

**Managing Director and General Counsel**

**Oaktree Capital Group Holdings GP, LLC**

**333 South Grand Avenue, 28th Floor**

**Los Angeles, California 90071**

**(213) 830-6300**

*With a copy to:*

**Dennis M. Myers, P.C.**

**Kirkland & Ellis LLP**

**300 N. LaSalle Street**

**Chicago, Illinois 60654**

**(312) 862-2000**

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

**May 12, 2017**

**(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 § 240.13d-7(b) 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Organics, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 13,171,474

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 13,171,474

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,171,474

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.8%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Huntington Investment Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,554,558

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 2,554,558

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,554,558

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Huntington Investment Fund II GP, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,554,558 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 2,554,558 (1)

10 SHARED DISPOSITIVE POWER



None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,554,558 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Huntington Investment Fund II, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Organics, L.P. and Oaktree Huntington Investment Fund II GP, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Fund GP I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the managing member of Oaktree Fund GP, LLC.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the general partner of Oaktree Fund GPI, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OCM Holdings I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER



None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the general partner of Oaktree Capital I, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of OCM Holdings I, LLC.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,554,558 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 2,554,558 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,554,558 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14 TYPE OF REPORTING PERSON

PN

(1) Solely in its capacity as the investment manager of Oaktree Huntington Investment Fund II GP, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,554,558 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 2,554,558 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,554,558 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14 TYPE OF REPORTING PERSON

CO

(1) Solely in its capacity as the general partner of Oaktree Capital Management, L.P.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER



None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the managing member of Oaktree Holdings, LLC and as the sole shareholder of Oaktree Holdings, Inc.

CUSIP No. 8676EP108

1 NAME OF REPORTING PERSON OR

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oaktree Capital Group Holdings GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 15,726,032 (1)

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 None  
SOLE DISPOSITIVE POWER

PERSON

WITH 15,726,032 (1)

10 SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,726,032 (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

16.2%

14 TYPE OF REPORTING PERSON

OO

(1) Solely in its capacity as the manager of Oaktree Capital Group, LLC.

**Amendment No. 3 to Schedule 13D**

This Amendment No. 3 ( Amendment No. 3 ) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC ) on October 17, 2016, as amended by Amendment No. 1 to the Schedule 13D filed on March 8, 2017, as further amended by Amendment No. 2 to the Schedule 13D filed on May 10, 2017 (as amended, the Schedule 13D ). Except as set forth herein, the Schedule 13D remains in full force and effect. Each capitalized term used but not defined herein has the meaning ascribed to such term in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the Schedule 13D is hereby amended and supplemented to add the following:

The source of funds for the transactions described in Item 5(c) was the capital contributions of the respective limited partners of the Oaktree Funds. No borrowed funds were used to purchase such Common Shares.

**Item 5. Interest in Securities of the Issuer**

Items 5(a)-(b) of the Schedule 13D are hereby amended and supplemented as follows:

(a) and (b)

Ownership percentages set forth in this Amendment No. 3 are based upon a total of 86,007,186 Common Shares of the Issuer issued and outstanding, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2017.

Organics directly holds 13,171,474 Common Shares (assuming the conversion of Preferred Shares held by it into 9,492,800 shares of Common Shares), representing approximately 13.8% of the issued and outstanding Common Shares and has the sole power to vote and dispose of such Common Shares.

OHIF II LP directly holds 2,554,558 Common Shares (assuming the conversion of Preferred Shares held by it into 1,840,533 shares of Common Shares), representing approximately 2.9% of the issued and outstanding Common Shares, and has the sole power to vote and dispose of such Common Shares.

Item 5(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

(c)

Information concerning transactions in the Common Shares effected by the Reporting Persons during the past sixty days is set forth in Annex A hereto and is incorporated herein by reference. All of the transactions in Common Shares listed hereto were effected in the open market.

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of May 17, 2017

**OAKTREE ORGANICS, L.P.**

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Authorized Signatory

**OAKTREE HUNTINGTON  
INVESTMENT FUND II, L.P.**

By: Oaktree Huntington Investment Fund II  
GP, L.P.  
Its: General Partner

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Authorized Signatory

**OAKTREE HUNTINGTON  
INVESTMENT FUND II GP, L.P.**

By: Oaktree Fund GP, LLC  
Its: General Partner

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Authorized Signatory

**OAKTREE FUND GP, LLC**

By: Oaktree Fund GP I, L.P.  
Its: Managing Member

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Authorized Signatory

**OAKTREE FUND GP I, L.P.**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Authorized Signatory

**OAKTREE CAPITAL I, L.P.**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OCM HOLDINGS I, LLC**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OAKTREE HOLDINGS, LLC**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OAKTREE CAPITAL MANAGEMENT,  
L.P.**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OAKTREE HOLDINGS, INC.**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OAKTREE CAPITAL GROUP, LLC**

By: Oaktree Capital Group Holdings GP, LLC  
Its: Manager

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

**OAKTREE CAPITAL GROUP  
HOLDINGS GP, LLC**

By: /s/ Jamie Toothman  
Name: Jamie Toothman  
Title: Vice President

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**ANNEX A****TRANSACTIONS IN COMMON SHARES BY THE REPORTING PERSONS**

The following tables set forth all transactions in Common Shares effected by the Reporting Persons in the past sixty days. All prices per share exclude commissions. All transactions were open market brokered transactions.

Oaktree Organics, L.P.

Date of Transaction	Total Shares Purchased	Price Per Share
5/12/2017	1,168,753	\$ 8.00

Oaktree Huntington Investment Fund II, L.P.

Date of Transaction	Total Shares Purchased	Price Per Share
5/12/2017	223,946	\$ 8.00