

SunOpta Inc.  
Form SC 13D/A  
March 07, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)<sup>1</sup>

SunOpta Inc.

(Name of Issuer)

Common Shares, no par value per share

(Title of Class of Securities)

8676EP108

(CUSIP Number)

glenn w. welling

engaged capital, llc

610 Newport Center Drive, Suite 250

Newport Beach, California 92660

(949) 734-7900

STEVE WOLOSKY

RYAN NEBEL

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 5, 2019

(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 for other parties to whom copies are to be sent.

1 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

Engaged Capital Flagship  
Master Fund, LP

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

|                        |   |  |
|------------------------|---|--|
| NUMBER OF              | 7 | CAYMAN ISLANDS<br>SOLE VOTING<br>POWER |
| SHARES<br>BENEFICIALLY |   | 5,137,331                              |

|                   |   |                           |
|-------------------|---|---------------------------|
| OWNED BY          | 8 | SHARED<br>VOTING<br>POWER |
| EACH<br>REPORTING |   | - 0 -                     |

|             |   |                              |
|-------------|---|------------------------------|
| PERSON WITH | 9 | SOLE<br>DISPOSITIVE<br>POWER |
|             |   | 5,137,331                    |

|  |    |                                |
|--|----|--------------------------------|
|  | 10 | SHARED<br>DISPOSITIVE<br>POWER |
|  |    | - 0 -                          |

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,137,331

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

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

5.87%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 8676EP108

1 NAME OF REPORTING PERSON

Engaged Capital Co-Invest  
IV, LP

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES BENEFICIALLY 3,166,639

OWNED BY 8 SHARED VOTING POWER  
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

3,166,639  
10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

3,166,639

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

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

3.62%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 8676EP108

1 NAME OF REPORTING PERSON

Engaged Capital Flagship Fund, LP

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

5,137,331

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

5,137,331

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,137,331

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

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

5.87%

14 TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 8676EP108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Engaged Capital Flagship Fund, Ltd.  |                          |
| 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 ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
| 7   | CAYMAN ISLANDS   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  | SOLE VOTING POWER        |
|   |  | 5,137,331                |
|   | 8  | SHARED VOTING POWER      |
|   |  | - 0 -                    |
| 9   | SOLE DISPOSITIVE POWER   |                          |
|   |  | 5,137,331                |
|   | 10   | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,137,331

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

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

5.87%

14 TYPE OF REPORTING  
PERSON

CO

CUSIP NO. 8676EP108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Engaged Capital, LLC   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | DELAWARE   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 8,731,907                |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | - 0 -                    |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 8,731,907                |
|   | 10   | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

8,731,907

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

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

9.98%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 8676EP108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Engaged Capital Holdings, LLC  |                          |
| 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 ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | DELAWARE   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 8,731,907                |
|   | 8  | SHARED VOTING POWER      |
|   |  | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 8,731,907                |
|   | 10   | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

8,731,907

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

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

9.98%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 8676EP108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | Glenn W. Welling   |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | USA  |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 8,731,907                |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | - 0 -                    |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 8,731,907                |
|   | 10   | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

8,731,907

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

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

9.98%

14 TYPE OF REPORTING  
PERSON

IN

CUSIP NO. 8676EP108

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

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

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Engaged Capital Flagship Master and Engaged Capital Co-Invest IV and held in the Engaged Capital Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 5,137,331 Shares beneficially owned by Engaged Capital Flagship Master is approximately \$25,370,014, including brokerage commissions. The aggregate purchase price of the 3,166,639 Shares beneficially owned by Engaged Capital Co-Invest IV is approximately \$20,848,338, including brokerage commissions. The aggregate purchase price of the 427,937 Shares held in the Engaged Capital Account is approximately \$2,179,569, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 87,478,618 Shares outstanding as of February 22, 2019, which is the total number of Shares outstanding as reported in the Issuer’s annual report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2019.

As of the close of business on March 6, 2019, Engaged Capital Flagship Master beneficially owned 5,137,331 Shares, constituting approximately 5.87% of the Shares outstanding. Each of Engaged Capital Fund and Engaged Capital Offshore, as feeder funds of Engaged Capital Flagship Master, may be deemed to beneficially own the 5,137,331 Shares owned by Engaged Capital Flagship Master, constituting approximately 5.87% of the Shares outstanding.

As of the close of business on March 6, 2019, Engaged Capital Co-Invest IV beneficially owned 3,166,639 Shares, constituting approximately 3.62% of the Shares outstanding.

As of the close of business on March 6, 2019, 427,937 Shares were held in the Engaged Capital Account, constituting less than 1% of the Shares outstanding.

Engaged Capital, as the general partner and investment adviser of Engaged Capital Flagship Master and Engaged Capital Co-Invest IV and the investment adviser of the Engaged Capital Account, may be deemed to beneficially own the 8,731,907 Shares owned in the aggregate by Engaged Capital Flagship Master and Engaged Capital Co-Invest IV and held in the Engaged Capital Account, constituting approximately 9.98% of the Shares outstanding. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the 8,731,907 Shares owned in the aggregate by Engaged Capital Flagship Master and Engaged Capital Co-Invest IV and held in the Engaged Capital Account, constituting approximately 9.98% of the Shares outstanding. Mr. Welling, as the Founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the 8,731,907 Shares owned in the aggregate by Engaged Capital Flagship Master and Engaged Capital Co-Invest IV and held in the Engaged Capital Account, constituting approximately 9.98% of the Shares outstanding.

CUSIP NO. 8676EP108

Each Reporting Person is a member of a “group” with the other Reporting Persons for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and such group may be deemed the beneficial owner of the Shares directly owned by each of the Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) By virtue of their respective positions with Engaged Capital Flagship Master, each of Engaged Capital Fund, Engaged Capital Offshore, Engaged Capital, Engaged Holdings and Mr. Welling may be deemed to have sole power to vote and dispose of the Shares reported owned by Engaged Capital Flagship Master.

By virtue of their respective positions with Engaged Capital Co-Invest IV, each of Engaged Capital, Engaged Holdings and Mr. Welling may be deemed to have sole power to vote and dispose of the Shares reported owned by Engaged Capital Co-Invest IV.

By virtue of their respective positions with the Engaged Capital Account, each of Engaged Capital, Engaged Holdings and Mr. Welling may be deemed to have sole power to vote and dispose of the Shares held in the Engaged Capital Account.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons during the past 60 days. All of such transactions were effected in the open market.

CUSIP NO. 8676EP108

SIGNATURES

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

Dated: March 7, 2019

Engaged Capital Flagship Master Fund, LP

By: Engaged Capital, LLC  
General Partner

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling  
Title: Founder and Chief Investment Officer

Engaged Capital Co-Invest IV, LP

By: Engaged Capital, LLC  
General Partner

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling  
Title: Founder and Chief Investment Officer

Engaged Capital Flagship Fund, LP

By: Engaged Capital, LLC  
General Partner

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling  
  
Title: Founder and Chief Investment Officer

Engaged Capital Flagship  
Fund, Ltd.

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling  
Title: Director

CUSIP NO. 8676EP108

Engaged Capital, LLC

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling

Title: Founder and Chief Investment Officer

Engaged Capital Holdings,  
LLC

By: /s/ Glenn W. Welling  
Name: Glenn W. Welling  
Title: Sole Member

/s/ Glenn W. Welling  
Glenn W. Welling

CUSIP NO. 8676EP108

SCHEDULE A

Transactions in Securities of the Issuer During the Past 60 Days

| <u>Nature of the Transaction</u> | <u>Securities</u>                 | <u>Price Per Date of</u> |
|----------------------------------|-----------------------------------|--------------------------|
|                                  | <u>Purchased/(Sold) Share(\$)</u> | <u>Purchase / Sale</u>   |

**Engaged Capital Flagship Master Fund, LP**

|                          |         |        |          |
|--------------------------|---------|--------|----------|
| Purchase of Common Stock | 120,000 | 2.9084 | 3/1/2019 |
| Purchase of Common Stock | 118,700 | 3.1707 | 3/4/2019 |
| Purchase of Common Stock | 100,000 | 3.1687 | 3/4/2019 |
| Purchase of Common Stock | 173,709 | 3.0641 | 3/4/2019 |
| Purchase of Common Stock | 68,817  | 3.0986 | 3/4/2019 |
| Purchase of Common Stock | 138,000 | 3.2096 | 3/5/2019 |
| Purchase of Common Stock | 737,800 | 3.2974 | 3/5/2019 |
| Purchase of Common Stock | 328,000 | 3.4022 | 3/6/2019 |

**Engaged Capital, LLC**

**(Through the Engaged Capital Account)**

|                          |        |        |          |
|--------------------------|--------|--------|----------|
| Purchase of Common Stock | 3,310  | 3.1707 | 3/4/2019 |
| Purchase of Common Stock | 5,648  | 3.2096 | 3/5/2019 |
| Purchase of Common Stock | 62,748 | 3.2974 | 3/5/2019 |
| Purchase of Common Stock | 18,268 | 3.4022 | 3/6/2019 |