

SunOpta Inc.  
Form 8-K  
April 07, 2009

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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): April 2, 2009

Commission File No. 0-9989

SUNOPTA INC.

(Exact name of registrant as specified in its charter)

**Canada**

(State or other jurisdiction of  
incorporation)

**0-9989**

(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))

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**ITEM 3.03**

**MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

On April 2, 2009, the Shareholder Rights Plan Agreement, dated October 7, 2008 (the Rights Agreement ), between SunOpta Inc. (the Company ) and American Stock Transfer & Trust Company LLC as rights agent, expired by its own terms. Accordingly, the rights issued pursuant to the Rights Agreement, which permitted stockholders to acquire from the Company common stock upon certain specified terms and events, have also expired.

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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/ Benjamin Chhiba

Benjamin Chhiba  
Vice President, General Counsel and Secretary

Date: April 7, 2009

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