

SunOpta Inc.  
Form 8-K  
September 24, 2010

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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): September 24, 2010**

**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))
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**ITEM 8.01. OTHER EVENTS.**

SunOpta Inc. (the "Company"), Steven R. Bromley, the Company's President and Chief Executive Officer, and John H. Dietrich, the Company's former Chief Financial Officer and current Vice President of Corporate Development and Secretary have reached, on a without admitting or denying basis, a settlement with U.S. Securities and Exchange Commission (the "Commission") to resolve the previously disclosed investigation related to the Company's write-down of inventory and the restatement of its 2007 quarterly financial results.

Under the settlement, the Company has agreed to an administrative order ( "Order") directing that the Company cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rules 12b-20, 13a-11 and 13a-13 thereunder. The Order does not require the Company to make any payment.

Mr. Bromley and Mr. Dietrich also have agreed to the Order, which directs that they cease and desist from committing and causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-11, 13a-13 and 13a-14 thereunder and pay disgorgement of \$46,200 and \$6,792, respectively. Those amounts represent a portion of the proceeds that each of them received in connection with certain option exercises and sales of the Company's common stock that occurred before the Company's quarterly financial statements for 2007 were restated.

The Company, Mr. Bromley and Mr. Dietrich each consented to the issuance of the Order without admitting or denying the Commission's findings. The settlement concludes the Commission's inquiry.

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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/ John Dietrich  
John Dietrich  
Vice President, Corporate Development and  
Secretary

Date September 24, 2010

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