

SunOpta Inc.
Form 8-K
May 30, 2014

**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 29, 2014

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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

SunOpta Inc. (the Company) held its Annual and Special Meeting on May 29, 2014 (the Meeting). The matters voted upon at the Meeting included (i) the election of ten directors of the Company for the ensuing year; (ii) 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; (iii) the approval on an advisory vote regarding the compensation of the Company's named executive officers, and (iv) recommend frequency of advisory vote on executive compensation.

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 | 43,789,255 | 340,464 | 7,968,815 |
| Steven Bromley | 43,744,561 | 385,158 | 7,968,815 |
| Michael Detlefsen | 43,710,536 | 419,183 | 7,968,815 |
| Peter Fraser | 43,684,526 | 445,193 | 7,968,815 |
| Douglas Greene | 43,712,148 | 417,571 | 7,968,815 |
| Victor Hepburn | 43,832,806 | 296,913 | 7,968,815 |
| Katrina Houde | 43,640,963 | 488,756 | 7,968,815 |
| Jeremy Kendall | 43,427,702 | 702,017 | 7,968,815 |
| Alan Murray | 43,756,105 | 373,614 | 7,968,815 |
| Allan Routh | 43,545,632 | 584,087 | 7,968,815 |

2. Appointment of Independent Registered Public Accounting Firm

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> |
|------------------|----------------------|----------------------|
| 51,597,459 | 164,269 | 336,806 |

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

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|----------------------|-------------------------|
| 43,150,628 | 544,540 | 434,551 | 7,968,815 |

4. Advisory Resolution Regarding the Frequency of Advisory Vote on Named Executive Compensation

| <u>1 YEAR</u> | <u>2 YEARS</u> | <u>3 YEARS</u> | <u>ABSTAIN</u> |
|---------------|----------------|----------------|----------------|
| 33,222,161 | 230,215 | 6,779,255 | 1,179,573 |

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 30, 2014
