

SunOpta Inc.  
Form 8-K  
May 28, 2010

---

**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 27, 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))
-

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 27, 2010, SunOpta Inc. (the Company) held its Annual & Special Meeting of Shareholders. The matters voted upon at the meeting included (i) the election of eight directors of the Company for the ensuing year; (ii) the appointment of the independent registered public accounting firm and auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix their remuneration; (iii) the approval of certain amendments to the Company's By-Law No. 14; and (iv) the approval, on an advisory basis, of a resolution relating to the Company's executive compensation practices.

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>
Jay Amato	32,434,207	2,235,708
Steven Bromley	34,231,081	438,834
Douglas Greene	34,423,991	245,924
Victor Hepburn	34,391,469	278,446
Katrina Houde	34,094,697	575,218
Cyril Ing	34,303,625	366,290
Jeremy Kendall	34,237,847	432,068
Allan Routh	34,278,471	391,444

**2. Appointment of Independent Registered Public Accounting Firm**

<u>Votes For</u>	<u>Votes Withheld</u>
34,047,142	539,019

**3. Amendments to By-Laws**

<u>Votes For</u>	<u>Votes Against</u>
34,457,436	128,725

**4. Advisory Vote on Executive Compensation**

<u>Votes For</u>	<u>Votes Against</u>
33,713,032	863,150

**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 May 28, 2010

---