

SunOpta Inc.  
Form 8-K  
February 28, 2012

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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): February 27, 2012**

**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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On February 27, 2012, SunOpta Inc. (the Company ) issued a press release announcing preliminary results of operations for the fourth quarter of 2011. The release also discussed a process the Company is undertaking to streamline its operations and organizational structure. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report, including but not limited to Exhibit 99.1 attached hereto, is furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**ITEM FINANCIAL STATEMENTS AND EXHIBITS**  
**9.01.**

(d) Exhibits

Exhibit No. Description

<u>99.1</u>	<u>Press Release, dated February 27, 2012, announcing preliminary results of operations for the fourth quarter of 2011.</u>
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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: February 28, 2012

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