

SunOpta Inc.
Form SC 13D/A
December 04, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 9)

Common Stock, Without Par Value
(Title of Class of Securities)

85 25 59 103

(CUSIP Number of Class of Securities)

Michael A. Schwartz, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

Copies to:

Zeno Santache
Claridge Inc.
1170 Peel Street, Suite 800
Montreal, Canada H3B 4P2
(514) 878-5200

December 3, 2007

(Date of Event which Requires Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Stephen

R. Bronfman

(a)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

Q
(b)

£

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Canada

SOLE VOTING POWER

7

4,577,250

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

-0-

SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

9

4,577,250

SHARED DISPOSITIVE POWER

10

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,577,250

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

£

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

7.2%

TYPE OF REPORTING PERSON

14

IN

2

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert Fetherstonhaugh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

Q

(b)

£

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

SOLE VOTING POWER

7

39,000

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

420,714

9 SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

39,000

10

420,714

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

459,714

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.72%

14 TYPE OF REPORTING PERSON

IN

3

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 SRB Belvedere Trust

(a)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Q

(b)

£

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

SOLE VOTING POWER

7

-0-

8 NUMBER OF SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING PERSON
 WITH

SHARED VOTING POWER

420,714

SOLE DISPOSITIVE POWER

-0-

SHARED DISPOSITIVE POWER

10

420,714

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

420,714

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.66%

14 TYPE OF REPORTING PERSON
OO

4

SCHEDULE 13D/A

CUSIP No. 85 25 59 103

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles R. Bronfman Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

£

3

SEC USE ONLY

4

SOURCE OF FUNDS

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

£

6

CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

109,818

8

SHARED VOTING POWER

-0-

9

SOLE DISPOSITIVE POWER

109,818

10

SHARED DISPOSITIVE POWER

-0-

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,818

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

£

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.17%

14

TYPE OF REPORTING PERSON

OO

5

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Introductory Note

This Amendment No. 9 (this "Statement") amends the Schedule 13D (the "Initial 13D") originally filed by Claridge Israel LLC, a Delaware limited liability company, on September 27, 2001, as amended by Amendment No. 1 thereto filed on October 2, 2001, as further amended by Amendment No. 2 thereto filed on October 23, 2001, as further amended by Amendment No. 3 thereto filed on December 27, 2001, as further amended by Amendment No. 4 thereto filed on December 6, 2002, as further amended by Amendment No. 5 thereto filed on March 28, 2003, as further amended and restated by Amendment No. 6 thereto filed on September 8, 2003, as further amended by Amendment No. 7 thereto filed on January 7, 2004 and as further amended by Amendment No. 8 thereto filed on May 12, 2006 (the Initial 13D, together with all amendments thereto, are herein referred to as the "Schedule 13D"). Stephen R. Bronfman ("Bronfman"), Robert Fetherstonhaugh ("Fetherstonhaugh"), the SRB Belvedere Trust (the "Belvedere Trust") and the Charles R. Bronfman Trust ("CR.BT" and, together with Bronfman and the Belvedere Trust, the "Bronfman Reporting Persons" and, the Bronfman Reporting Persons, together with Fetherstonhaugh, the "Reporting Persons") are jointly filing this Statement. Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Schedule 13D.

Item 4.

Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a)

On December 3, 2007, the Bronfman Reporting Persons entered into an Underwriting Agreement (the "Underwriting Agreement"), among the Issuer, Bronfman, the Belvedere Trust, CR.BT and BMO Capital Markets Corp. (the "Underwriter"). Pursuant to the Underwriting Agreement, Bronfman, the Belvedere Trust and CR.BT agreed to sell to the Underwriter an aggregate of 5,080,532 shares of Common Stock at a purchase price of \$13.20 per share, resulting in net proceeds to the Bronfman Reporting Persons of \$67,063,022.40. The sale of Common Stock pursuant to the Underwriting Agreement is expected to close, subject to the conditions set forth therein, on or about December 7, 2007. This summary of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which has been filed as an exhibit hereto and is incorporated herein by reference.

Item 5.

Interest in Securities of the Issuer.

Items 5(a), (b), (c) and (e) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

(a)

The Reporting Persons may be deemed members of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and Rule 13d-5(b)(1) thereunder. Bronfman and Fetherstonhaugh are designated by Claridge to serve on the Board of Directors of the Issuer. Additionally, Fetherstonhaugh is a Trustee of the Belvedere Trust.

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Bronfman beneficially owns directly 4,577,250 shares of Common Stock (including 27,250 shares of Common Stock that may be acquired through presently exercisable options), which represents approximately 7.2% of the Common Stock of the Issuer based on the 63,981,483 shares of Common Stock the Issuer had outstanding as of November 8, 2007, as reported on the Issuer's Form 10-Q for the quarterly period ended September 30, 2007 (the "Reported Share Number") and the 27,250 shares of Common Stock that may be acquired through presently exercisable options. Bronfman is a contingent beneficiary of CR.BT and the sole beneficiary of the Belvedere Trust. Bronfman disclaims beneficial ownership of (i) the shares of Common Stock held by CR.BT to the extent he may be deemed to have an interest in them through CR.BT and (ii) all shares of Common Stock held by Fetherstonhaugh and the Belvedere Trust.

Fetherstonhaugh beneficially owns (i) directly 39,000 shares of Common Stock (including 29,000 shares of Common Stock that may be acquired through presently exercisable options) and (ii) indirectly 420,714 shares of Common Stock held by the Belvedere Trust, which in the aggregate represents approximately 0.72% of the Common Stock of the Issuer based on the Reported Share Number and the 29,000 shares of Common Stock that may be acquired through presently exercisable options. Fetherstonhaugh disclaims beneficial ownership of all shares of Common Stock held by Bronfman and CR.BT.

The Belvedere Trust beneficially owns directly 420,714 shares of Common Stock, which represents approximately 0.66% of the Common Stock of the Issuer, based on the the Reported Share Number. The Belvedere Trust disclaims beneficial ownership of all shares of Common Stock held by Bronfman, Fetherstonhaugh and CR.BT. The Belvedere Trust shares beneficial ownership of all of the shares of Common Stock owned by it with Fetherstonhaugh, a Belvedere Trustee.

CR.BT beneficially owns 109,818 shares of Common Stock, which represents approximately 0.17% of the Common Stock of the Issuer, based on the Reported Share Number. CR.BT disclaims beneficial ownership of all shares of Common Stock held by Bronfman, Fetherstonhaugh and the Belvedere Trust.

Except as disclosed in this Item 5(a), as of the date hereof, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, the persons set forth on Schedule I-A or Schedule I-B to Amendment No. 7 to the Schedule 13D, beneficially owns any shares of Common Stock.

(b)

Except as set forth in Item 5(a) above, each Reporting Person possesses the sole power to vote and to dispose of the shares of Common Stock reported herein as beneficially owned by such Reporting Person.

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(c)

Except as set forth above, during the last 60 days there have been no transactions in the Common Stock effected by the Reporting Persons.

(e)

Not applicable.

Item 6.

Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information in Item 4 of this Statement is incorporated by reference in this Item 6.

Except for the agreements described in this Statement, that are incorporated herein by reference, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) between the persons enumerated in Item 2 of this Schedule 13D, and any other person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7.

Material to be Filed as Exhibits.

Exhibit 99.1. Joint Filing Agreement, dated May 12, 2006, by and among Stephen R. Bronfman, Robert Fetherstonhaugh, SRB Belvedere Trust and Charles R. Bronfman Trust.*

Exhibit 99.2. Power of Attorney from Stephen R. Bronfman.*

Exhibit 99.3. Power of Attorney from Robert Fetherstonhaugh.*

Exhibit 99.4. Power of Attorney from Robert Fetherstonhaugh, a Trustee of the SRB Belvedere Trust.*

Exhibit 99.5. Power of Attorney from Michael Vineberg, a Trustee of the SRB Belvedere Trust.*

Exhibit 99.7. Power of Attorney from Steven H. Levin, a Trustee of the Charles R. Bronfman Trust.*

Exhibit 99.8. Power of Attorney from Jay Rubinstein, a Trustee of the Charles R. Bronfman Trust.*

Exhibit 99.9 Underwriting Agreement, dated December 3, 2007, by and among SunOpta Inc., Stephen R. Bronfman, the SRB Belvedere Trust, the Charles R. Bronfman Trust and BMO Capital Markets Corp.

* Incorporated by reference to Amendment No. 8 to Schedule 13D by the Reporting Persons filed with the Commission on May 12, 2006 (Commission File No. 005-59617).

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2007

STEPHEN R. BRONFMAN

By: /s/ Zeno Santache

Name: Zeno Santache,
as Attorney-in-Fact
for Stephen R. Bronfman

Dated: December 4, 2007

ROBERT FETHERSTONHAUGH

By: /s/ Zeno Santache

Name: Zeno Santache,
as Attorney-in-Fact
for Robert Fetherstonhaugh

Dated: December 4, 2007

SRB BELVEDERE TRUST

By: /s/ Zeno Santache

Name: Zeno Santache,
as Attorney-in-Fact for each of
Robert Fetherstonhaugh, a Trustee, and
Michael D. Vineberg, a Trustee

Dated: December 4, 2007

CHARLES R. BRONFMAN TRUST

By: /s/ Marc A. Berger

Name: Marc A. Berger
Title: Trustee

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787 Seventh Avenue
New York, NY 10019-6099
Tel: 212 728 8000
Fax: 212 728 8111

December 4, 2007

VIA EDGAR

Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re:

Amendment No. 9 to Schedule 13D with respect to the common stock,
without par value, of SunOpta Inc.

Ladies and Gentlemen:

On behalf of Stephen R. Bronfman, Robert Fetherstonhaugh, the SRB Belvedere Trust and the Charles R. Bronfman Trust, transmitted herewith for filing with the Securities and Exchange Commission is one complete copy of Amendment No. 9 to that certain Schedule 13D, originally filed on September 27, 2001 (the "Schedule 13D") with respect to the common stock, without par value, of SunOpta Inc., a Canadian corporation (the "Company").

By copy of this letter, one complete copy of this Amendment No. 9 to the Schedule 13D has been sent to the Company at its principal executive office.

Should you have any questions regarding the enclosed, please call the undersigned or Michael A. Schwartz at (212) 728-8000.

Very truly yours,

/s/ Andrew A. Markus

Encl.

cc:

SunOpta Inc.
Zeno Santache
Michael A. Schwartz, Esq.
