

GoPro, Inc.
Form 3
June 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Woodman Nicholas | | (Month/Day/Year) | GoPro, Inc. [GPRO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3000 CLEARVIEW WAY | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| SAN MATEO,Â CAÂ 94402 | | | CEO, Chairman of the Board | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | | |
|---------------------------|-------|------------|--------------------------------|------------|--------|---|--|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 56,593,496 | \$ (1) | I | By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (2) |
| Restricted Stock Unit (3) | Â (4) | 06/01/2024 | Class B Common Stock (1) | 3,000,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Woodman Nicholas 3000 CLEARVIEW WAY SAN MATEO, CA 94402 | Â X | Â X | Â CEO, Chairman of the Board | Â |
| Woodman Family Trust under Trust Agreement dated March 11, 2011 3000 CLEARVIEW WAY SAN MATEO, CA 94402 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Eve Saltman, Attorney-in-Fact for Nicholas Woodman | 06/25/2014 |
| **Signature of Reporting Person | Date |
| Eve Saltman, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011 | 06/25/2014 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. The Class B Common Stock is also convertible into Class A Common Stock on the same basis upon certain transfers of such shares.
 - (2) The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
 - (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.
The restricted stock unit grant of 4,500,000 shares shall vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. The second tranche consisting of 1,500,000 shares shall vest monthly from June 3, 2014 over three years of continuous service upon the Issuer's Class A Common Stock having a 30 consecutive day average closing price per share equal to or greater than \$34.03, with such 30 consecutive day period beginning no earlier than 181 days following the Issuer's Initial Public Offering ("IPO"). The third tranche consisting of 1,500,000 shares shall vest monthly from June 3, 2014 over three years of continuous service upon the Issuer's Class A Common Stock having a 30 day consecutive day average closing price per share equal to or greater than \$44.24, with such 30 consecutive day period beginning no earlier than 181 days following the IPO.

^

Remarks:

Exhibit^ 24^ -^ Power^ of^ Attorney^ for^ Nicholas^ Woodman

Exhibit^ 24^ -^ Power^ of^ Attorney^ for^ The^ Woodman^ Family^ Trust^ under^ Trust^ Agreement^ dated^ Mar

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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