

GoPro, Inc.
Form 3
February 17, 2017

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 Harris Jonathan | | (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 | | 02/08/2017 | | |
| (Street) | | | (Check all applicable) | |
| SAN MATEO,Â CAÂ 94402 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Senior Vice President of Sales | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input 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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 160,167 ⁽¹⁾ | D | Â |

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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|----------------------------|---------|-----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 12/18/2020 | Class B Common Stock | 63,250 | \$ 0.6567 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 02/08/2025 | Class A Common Stock | 37,011 | \$ 44.48 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 02/10/2026 | Class A Common Stock | 123,967 | \$ 10.17 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harris Jonathan 3000 CLEARVIEW WAY SAN MATEO, CA 94402 | Â | Â | Â Senior Vice President of Sales | Â |

Signatures

Eve T. Saltman, Attorney-in-Fact for Jonathan Harris
 Signature: _____ Date: 02/17/2017

**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) Consists of (i) shares held by JKH Community Property Trust of which Jonathan Harris and Kristin Harris are co-trustees, (ii) shares held by Mr. Harris and (iii) awards of restricted stock units (RSUs), each of which vest in 4 equal annual installments beginning on February 15, 2016 and February 15, 2017, subject to the Reporting Person's continuous service. The RSUs were granted on February 9, 2015 and February 11, 2016.
- (2) All shares are fully vested.
- (3) The option vests over a four year period as follows: 25% of the underlying shares vested on February 9, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.
- (4) The option vests over a four year period as follows: 25% of the underlying shares vested on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.