

GoPro, Inc.
Form 4
June 25, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Woodman Nicholas

(Last) (First) (Middle)
3000 CLEARVIEW WAY
(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GoPro, Inc. [GPRO]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	(Instr. 3, 4, and 5) (A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	<u>(1)</u>	06/03/2014	A		4,500,000		<u>(2)</u>	06/01/2024	Class B Common Stock <u>(3)</u>
Restricted Stock Unit	<u>(1)</u>	06/03/2014	M		1,500,000		<u>(2)</u>	06/01/2024	Class B Common Stock <u>(3)</u>
Class B Common Stock	<u>(3)</u>	06/03/2014	M		1,500,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock
Class B Common Stock	<u>(3)</u>	06/20/2014	G ⁽⁴⁾		1,500,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock
Class B Common Stock	<u>(3)</u>	06/20/2014	G ⁽⁴⁾		1,500,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock
Class B Common Stock	<u>(3)</u>	06/20/2014	D ⁽⁶⁾		7,000		<u>(3)</u>	<u>(3)</u>	Class A Common Stock
Class B Common Stock	<u>(3)</u>	06/25/2014	D ⁽⁶⁾		658,443		<u>(3)</u>	<u>(3)</u>	Class A Common Stock

Reporting Owners

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

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 4(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 restricted stock unit represents a contingent right to receive one share of the Issuer's 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.
- (2) 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.
- (3) This transaction involved a gift of securities held directly by the Reporting Person to the Woodman Family Trust.
- (4) The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- In a transaction that was exempt under Rule 16(b)-3(e), the shares were contributed to the Issuer without consideration per the terms of a Contribution Agreement whereby the Reporting Person agreed to contribute an equal number of shares of Class B Common Stock in connection with the exercise of stock options held by a certain employee of the Issuer.
- (5) Contribution Agreement whereby the Reporting Person agreed to contribute an equal number of shares of Class B Common Stock in connection with the exercise of stock options held by a certain employee of the Issuer.

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.