

GoPro, Inc.

Form 4

December 19, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOODMAN DEAN S**

(Last) (First) (Middle)

**233 MOCKINGBIRD TRAIL**

(Street)

**PALM BEACH, CA 33480**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/17/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)       |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 12/17/2014                              |                                                             | C                                    | 120,000                                                                 | A \$ 0 120,000                                                                                                     | D                                                                       |                                                                         |
| Class A<br>Common<br>Stock            | 12/17/2014                              |                                                             | C                                    | 3,336,022                                                               | A \$ 0 3,336,022                                                                                                   | D <sup>(1)</sup>                                                        |                                                                         |
| Class A<br>Common<br>Stock            | 12/17/2014                              |                                                             | C                                    | 1,800,000                                                               | A \$ 0 1,800,000                                                                                                   | I                                                                       | By Dean S.<br>Woodman<br>2010<br>Irrevocable<br>Trust dated<br>December |

3, 2010

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                              | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| Class B<br>Common<br>Stock                          | (2)                                                                | 12/17/2014                              |                                                             | C                                    | 120,000                                                                                                | (2) (2)                                                        | Class A<br>Common<br>Stock 120,000                                  |
| Class B<br>Common<br>Stock                          | (2)                                                                | 12/17/2014                              |                                                             | C                                    | 3,336,022                                                                                              | (2) (2)                                                        | Class A<br>Common<br>Stock 3,336,022                                |
| Class B<br>Common<br>Stock                          | (2)                                                                | 12/17/2014                              |                                                             | C                                    | 1,800,000                                                                                              | (2) (2)                                                        | Class A<br>Common<br>Stock 1,800,000                                |
| Class B<br>Common<br>Stock                          | (2)                                                                |                                         |                                                             |                                      |                                                                                                        | (2) (2)                                                        | Class A<br>Common<br>Stock 2,000,000                                |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| WOODMAN DEAN S<br>233 MOCKINGBIRD TRAIL<br>PALM BEACH, CA 33480 |               | X         |         |       |

## Signatures

Dean S.  
Woodman

12/19/2014

\_\_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) By the Reporting Person as certain community property.  
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 any transfer, whether or not for value, except for "Permitted Transfers" as defined in the Issuer's restated certificate of incorporation in effect as of the date hereof. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the date when the outstanding shares of Class B Common Stock represent less than 10% of the aggregate number of shares of Common Stock then outstanding.
  - (2)
  - (3) The Dean S. Woodman 2014 Irrevocable Family Trust with Jane B. Woodman and Theodore H. Swindells as Trustees owns the 99% limited partnership interest in Mockingbird Trail, LLLP.

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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