

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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â GILHULY EDWARD A</p> <p>(Last) (First) (Middle)</p> <p>C/O SAGEVIEW CAPITAL LP,Â 245 LYTTON AVENUE, SUITE 250</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/25/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GoPro, Inc. [GPRO]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

| | | | | | | | | |
|--------------------------------------|-------|-------|--------------------------|-----------|--------|----------------------------|---|--------------------------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) | 6,937,464 | \$ (1) | or Indirect (I) (Instr. 5) | I | By Sageview Capital Master, L.P. (3) |
|--------------------------------------|-------|-------|--------------------------|-----------|--------|----------------------------|---|--------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301 | Â X | Â X | Â | Â |
| SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | Â | Â X | Â | Â |
| STUART SCOTT M C/O SAGEVIEW CAPITAL LP | Â | Â X | Â | Â |

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Exhibit 24 - Power of Attorney

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.