GoPro, Inc. Form 3 June 25, 2014

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 *

GILHULY EDWARD A

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/25/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GoPro, Inc. [GPRO]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O SAGEVIEW CAPITAL LP, 245 LYTTON AVENUE, **SUITE 250**

(Street)

X Director __X__ 10% Owner

(Check all applicable)

Officer Other (give title below) (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

PALO ALTO, Â CAÂ 94301

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (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)

Exercisable

Date

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of

5. Ownership Form of

Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Expiration Title Date

Amount or Number of

Security: Derivative Security Direct (D)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	6,937,464	\$ <u>(1)</u>	I	By Sageview Capital Master, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 where realize a realized	Director	10% Owner	Officer	Other		
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301	ÂX	ÂX	Â	Â		
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂΧ	Â	Â		
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂX	Â	Â		
Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	ÂΧ	Â	Â		
STUART SCOTT M C/O SAGEVIEW CAPITAL LP	Â	ÂX	Â	Â		

Reporting Owners 2

55 RAILROAD AVENUE GREENWICH, CTÂ 06830

Signatures

Eve Saltman, Attorney-in-Fact for Edward A. Gilhuly				
**Signature of Reporting Person	Date			
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Sageview Capital MGP, LLC, its General Partner, Dino Verardo, Vice President				
**Signature of Reporting Person	Date			
Dino Verardo, Vice President	06/25/2014			
**Signature of Reporting Person	Date			
Scott M. Stuart	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) The Series A Convertible Preferred Stock shall automatically convert into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- 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 (2) 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.
 - Shares held by Sageview Capital Master, L.P. ("Sageview Master"). Sageview Capital Partners (A), L.P. ("Sageview A"), Sageview Capital Partners (B), L.P. ("Sageview B") and Sageview Partners (C) (Master), L.P. ("Sageview C") are the sole shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview Master. Sageview A,
- (3) Sageview B and Sageview C. Sageview Capital GenPar, L.P. ("Sageview GenPar") is the sole shareholder of Sageview Ltd. Sageview Capital MGP, LLC is the sole general partner of Sageview GenPar. Edward A. Gilhuly, the Reporting Person, and Scott M. Stuart are managing members and controlling persons of Sageview Capital MGP, LLC. As a managing member of Sageview Capital MGP, LLC, the Reporting Person may be deemed to share voting and invested power over these shares.

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Remarks:

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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.