

GoPro, Inc.  
Form 4  
May 20, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GILHULY EDWARD A**

(Last) (First) (Middle)

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

(Street)

**PALO ALTO, CA 94301**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/18/2015**

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)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Stock            | 05/18/2015                           |  | S                              |   | \$ 62,900 D 51.2918 (1)   | 3,196,517 I  | By Sageview Capital Master, L.P. (2) (3)              |
| Class A Common Stock            | 05/18/2015                           |  | S                              |   | \$ 44,200 D 51.7688 (4)   | 3,152,317 I  | By Sageview Capital Master, L.P. (2) (3)              |
| Class A Common                  | 05/19/2015                           |  | S                              |   | \$ 102,900 D 51.9392  | 3,049,417 I  | By Sageview   |

|                      |            |   |        |   |                       |           |              |  |  |
|----------------------|------------|---|--------|---|-----------------------|-----------|--------------|--|--|
| Stock                |            |   |        |   | <u>(5)</u>            |           |              |  | Capital Master, L.P. <u>(2)</u> <u>(3)</u>             |
| Class A Common Stock | 05/20/2015 | S | 50,000 | D | \$ <u>(6)</u> 52.4137 | 2,999,417 | I            |  | By Sageview Capital Master, L.P. <u>(2)</u> <u>(3)</u> |
| Class A Common Stock |            |   |        |   |                       | 790       | D <u>(7)</u> |  |  |
| Class A Common Stock |            |   |        |   |                       | 3,873     | I            |  | By Gilhuly Investment Partners LLC <u>(8)</u>          |

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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| GILHULY EDWARD A<br>C/O SAGEVIEW CAPITAL LP<br>245 LYTTON AVENUE, SUITE 250 |               |           | X       |       |

PALO ALTO, CA 94301

## Signatures

/s/ Edward A.  
Gilhuly

05/20/2015

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.70 to \$51.695, inclusive. The reporting person undertakes to provide to GoPro, Inc., any security holder of GoPro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (4), (5) and (6) to this Form 4.

(2) 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 shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview Master, Sageview A, 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. (con't in FN 3)

(3) (con't from FN2) Edward Gilhuly is a managing member and controlling person of Sageview Capital MGP, LLC. As a managing member of Sageview Capital MGP, LLC, Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.70 to \$51.88, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.50 to \$52.26, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.20 to \$52.70, inclusive.

(7) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. Gilhuly as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Sageview Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Sageview Capital. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

(8) Shares held by Gilhuly Investment Partners LLC, of which Mr. Gilhuly is the Manager. Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

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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