

GoPro, Inc.
Form 4
May 11, 2015

FORM 4

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

OMB APPROVAL

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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)
05/11/2015

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)
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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|----------------------|------------------------------|------------------|------------|--|------------------|-----------------|----------------------|----------------------|
| | | | Code | V (A) (D) | | | | |
| Class B Common Stock | (1) | 05/11/2015 | D(2)(3) | 4,678,180 | (1) | (1) | Class A Common Stock | 4,678,180 |
| Class B Common Stock | (1) | | | | (1) | (1) | Class A Common Stock | 916,600 |

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 T. Saltman, Attorney-in-Fact for Nicholas Woodman | 05/11/2015 |
| **Signature of Reporting Person | Date |
| Eve T. Saltman, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011 | 05/11/2015 |
| **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) 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.

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- (2) 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 dated December 28, 2011 (the "Agreement"), as amended by an Amendment to Contribution Agreement dated December 28, 2011 which was entered into between the Issuer and the Reporting Person on May 11, 2015 (together with the Agreement, the "Amended Agreement").
- (3) Under the Agreement, the Reporting Person agreed to contribute back to the Issuer from time to time the same number of shares of Class B Common Stock as are issued to a certain employee of the Issuer upon exercise of certain stock options held by such employee as specified in the Agreement. Pursuant to the Amended Agreement, the Reporting Person has contributed back to the Issuer 4,678,180 shares of Class B Common Stock, representing all of the remaining shares subject to the contribution obligations in the Agreement, in a single transaction in full satisfaction of the Reporting Person's obligations under the Agreement. Upon completion of this transaction, the Amended Agreement was terminated in its entirety.
- (4) The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.

Remarks:

No shares were sold in transactions covered by this report.

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.