

GoPro, Inc.

Form 4

March 13, 2015

**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  
Number: 3235-0287  
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response... 0.5

(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)

03/11/2015

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<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<br>Acquired (A) or<br>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: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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 | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                     |

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| (Instr. 3)                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     | Date<br>Exercisable | Expiration<br>Date | Title      | Amount or<br>Number of<br>Shares |         |
|----------------------------|------------------------------------|------------------|------------|---------------------------------------------------------------|-----|---------------------|--------------------|------------|----------------------------------|---------|
|                            |                                    |                  | Code       | V                                                             | (A) | (D)                 |                    |            |                                  |         |
| Class B<br>Common<br>Stock | <u>(1)</u>                         | 03/11/2015       | D          | <u>(2)</u>                                                    |     | 180,000             | <u>(1)</u>         | <u>(1)</u> | Class A<br>Common<br>Stock       | 180,000 |
| Class B<br>Common<br>Stock | <u>(1)</u>                         |                  |            |                                                               |     |                     | <u>(1)</u>         | <u>(1)</u> | Class A<br>Common<br>Stock       | 750,000 |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                            |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer                    | Other |
| Woodman Nicholas<br>3000 CLEARVIEW WAY<br>SAN MATEO, CA 94402                                                | X             | X         | CEO, Chairman of the Board |       |
| Woodman Family Trust under Trust Agreement dated March 11, 2011<br>3000 CLEARVIEW WAY<br>SAN MATEO, CA 94402 |               | X         |                            |       |

## Signatures

|                                                             |            |
|-------------------------------------------------------------|------------|
| Eve T. Saltman, Attorney-in-Fact for Nicholas Woodman       | 03/13/2015 |
| <u>                    </u> **Signature of Reporting Person | Date       |

|                                                                                                             |            |
|-------------------------------------------------------------------------------------------------------------|------------|
| Eve T. Saltman, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement<br>dated March 11, 2011 | 03/13/2015 |
| **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

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Common Stock then outstanding.

In a transaction that was exempt under Rule 16(b)-3(e), the Reporting Person contributed the shares to the Issuer per the terms of a Contribution Agreement dated December 28, 2011, whereby the Reporting Person agreed to contribute an equal number of shares of

- (2) Class B Common Stock to the Issuer upon the exercise of stock options held by a certain employee of the Issuer. The Reporting Person received no consideration in exchange for the contributed shares.

- (3) The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.

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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