

GoPro, Inc.
Form 3
June 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 MARKS MICHAEL E</p> <p>(Last) (First) (Middle)</p> <p>C/O RW CAMERA HOLDINGS, LLC,Â 70 WILLOW ROAD, SUITE 100</p> <p>(Street)</p> <p>MENLO PARK,Â CAÂ 94025</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

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

| | | | | | | | | |
|--------------------------------------|-------|-------|--------------------------|------------|------|----------------------------|---|-------------------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Class B Common Stock (2) | 18,356,461 | \$ 0 | or Indirect (1) (Instr. 5) | I | By RW Camera Holdings LLC (3) |
|--------------------------------------|-------|-------|--------------------------|------------|------|----------------------------|---|-------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARKS MICHAEL E C/O RW CAMERA HOLDINGS, LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025 | Â X | Â X | Â | Â |
| RW Camera Holdings LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

Eve Saltman, Attorney-in-Fact for Michael E. Marks 06/25/2014

**Signature of Reporting Person Date

Jeffrey T. Parks, Managing Director 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 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.
- (2) Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood Capital L.P. The Reporting Person is Chief Executive Officer and Director of Riverwood Capital GP Ltd. and may be deemed to have shared voting and investment power over these shares.
- (3) Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood Capital L.P. The Reporting Person is Chief Executive Officer and Director of Riverwood Capital GP Ltd. and may be deemed to have shared voting and investment power over these shares.

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Remarks:

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.