

GoPro, Inc.  
Form 4  
December 19, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
WOODMAN DEAN S

(Last) (First) (Middle)

233 MOCKINGBIRD TRAIL

(Street)

PALM BEACH, CA 33480

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2014

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            | 12/17/2014                           |  | C                              |   | 120,000   | A  | \$ 0 120,000  | D                |  |
| Class A Common Stock            | 12/17/2014                           |  | C                              |   | 3,336,022   | A  | \$ 0 3,336,022  | D <sup>(1)</sup> |  |
| Class A Common Stock            | 12/17/2014                           |  | C                              |   | 1,800,000   | A  | \$ 0 1,800,000  | I                | By Dean S. Woodman 2010 Irrevocable Trust dated December |

3, 2010

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 required to respond unless the form displays a currently valid OMB control 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Class B Common Stock                       | (2)  | 12/17/2014                           |  | C                              | 120,000   | (2) (2)  | Class A Common Stock 120,000                                  |
| Class B Common Stock                       | (2)  | 12/17/2014                           |  | C                              | 3,336,022   | (2) (2)  | Class A Common Stock 3,336,022                                |
| Class B Common Stock                       | (2)  | 12/17/2014                           |  | C                              | 1,800,000   | (2) (2)  | Class A Common Stock 1,800,000                                |
| Class B Common Stock                       | (2)  |                                      |  |                                |   | (2) (2)  | Class A Common Stock 2,000,000                                |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WOODMAN DEAN S<br>233 MOCKINGBIRD TRAIL<br>PALM BEACH, CA 33480 |               | X         |         |       |

## Signatures

Dean S.  
Woodman

12/19/2014

    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) By the Reporting Person as certain community property.

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.

(3) The Dean S. Woodman 2014 Irrevocable Family Trust with Jane B. Woodman and Theodore H. Swindells as Trustees owns the 99% limited partnership interest in Mockingbird Trail, LLLP.

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.