

GoPro, Inc.
Form 4
May 15, 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 *
MARKS MICHAEL E

(Last) (First) (Middle)

C/O RW CAMERA HOLDINGS, LLC, 70 WILLOW ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2015

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 | 05/13/2015 | | J ⁽¹⁾ | | 92,317 ⁽²⁾ | A | Ⓐ 92,317 ⁽²⁾ Ⓒ ⁽³⁾ | I | By Riverwood Capital L.P. ⁽⁴⁾ |
| Class A Common Stock | 05/13/2015 | | J ⁽⁵⁾ | | 3,118 ⁽²⁾ | A | Ⓐ 3,118 ⁽²⁾ | I | By RWCP Capital L.P. ⁽⁶⁾ |
| Class A Common Stock | 05/13/2015 | | J ⁽⁷⁾ | | 56,877 | A | Ⓐ 57,766 ⁽⁸⁾ | D | |

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| | | | | | | | | |
|----------------------------|------------|-------------------|--------------------------|---|-----------------|--------------------------------------|---|--|
| Class A Common Stock | 05/13/2015 | J ⁽⁷⁾ | 21,821 ⁽²⁾ | A | (7) | 21,821 | I | By WB Investors, LLC ⁽⁹⁾ |
| Class A Common Stock | 05/13/2015 | J ⁽⁷⁾ | 40 ⁽²⁾ | A | (7) | 40 ⁽²⁾ | I | By Riverwood Capital GP Ltd. ⁽⁴⁾ |
| Class A Common Stock | 05/13/2015 | J ⁽⁷⁾ | 78,738 ⁽²⁾ | D | (7) | 13,579 ⁽²⁾ ⁽³⁾ | I | By Riverwood Capital L.P. ⁽⁴⁾ |
| Class A Common Stock | 05/13/2015 | J ⁽¹⁰⁾ | 3,112 | A | (10) | 60,878 ⁽⁸⁾ | D | |
| Class A Common Stock | 05/13/2015 | J ⁽¹⁰⁾ | 6 ⁽²⁾ | A | (10) | 6 ⁽²⁾ | I | By RWCP Capital GP Ltd. ⁽⁶⁾ |
| Class A Common Stock | 05/13/2015 | J ⁽¹⁰⁾ | 3,118 ⁽²⁾ | D | (10) | 0 ⁽²⁾ | I | By RWCP Capital L.P. ⁽⁶⁾ |

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

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(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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- (9) Mr. Marks is Manager of WB Investors, LLC ("WB"). The members of WB are Epping Investment Holdings, LLC, which Mr. Marks controls, and certain trusts controlled by Mr. Marks and for the benefit of Mr. Marks and members of his immediately family.
- (10) Immediately following the Initial Distributions, RWCP made a pro rata distribution of the shares of Class A Common Stock acquired in the Initial Distribution in accordance with the terms of its limited partnership agreement.

Remarks:

No shares were sold in transactions covered by this report.

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