

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person *       |   |                   |   | 2.                      | 2. Issuer Name and Ticker or Trading Symbol  |  |                 |  |   |  |                           | 5. Relationship of Reporting Person(s) to Issuer                      |   |   |  |               |
|---|---|-------------------|---|-------------------------|--|--|-----------------|--|---|--|---------------------------|---|---|---|--|---------------|
| Lyne Susan                                      |   |                   |   | G                       | GoPr   | o, Inc   | . [ <b>GP</b> ] | RO   | ]                                       |  |                           | (Check all app  | olicable)   |   |  |               |
| (Last) (First) (Middle)                         |   |                   |   | 3.                      | 3. Date of Earliest Transaction (MM/DD/YYYY) |  |                 |  |   |  |                           | X Director 10% Owner Officer (give title below) Other (specify below) |   |   |  | below)        |
| 3000 CLEA                                       | RVIEW '   | WAY               |   |                         |  |  | (               | 6/6/2  | 2017                                    |  |                           |   |   |   |  |               |
|   | (Stre   | eet)              |   | 4.                      | If Aı  | nendme   | ent, Date       | Ori  | ginal F                                 | iled (MM/  | DD/YYYY)                  | 6. Individual o   | or Joint/G  | roup Filing   | (Check Appl                                    | licable Line) |
| SAN MATEO, CA 94402                             |   |                   |   |                         |  |  |                 |  |   |  |                           |   | X Form filed by One Reporting Person Form filed by More than One Reporting Person |   |  |               |
| ((  | City) (Sta  | ate) (Zi          | p)                                      |                         |  |  |                 |  |   |  |                           |   |   |   |  |               |
|   |   |                   | Table I -                               | Non-De                  | erivat                                       | ive Sec  | urities A       | Acqı   | uired, I                                | Disposed   | of, or Be                 | neficially Own  | ed  |   |  |               |
| 1. Title of Security (Instr. 3)                 |   | rans. Date        |   |                         | 3. Trans. Code<br>(Instr. 8)                 |  | Dispos          | 4. Securities Acquired (A)<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |   | Following Reported Transaction(s)  Ownership of Form:  B |                           |   | Beneficial  |   |  |               |
|   |   |                   |   |                         | Code   | V  | ' Amou          | (A) or (D)   | Price                                   |  |                           |   |   | Ownership<br>(Instr. 4)                               |  |               |
| Class A Common Stock (1) 6/6/2017               |   |                   |   | 6/2017                  | 1  |  | A (1)           |  | 14449                                   | A  | \$0.00 (1)                | 16170   |   | D   |  |               |
|   | Tab   | le II - Der       | ivative Se                              | curities                | Bene   | eficially  | Owned           | l ( e.,  | <i>g</i> . , put                        | s, calls, v  | warrants                  | , options, conve  | rtible sec  | curities)   |  |               |
| 1. Title of Derivate<br>Security<br>(Instr. 3)  | Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>(Instr. 8) |  | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                 |  | 6. Date Exercisable and Expiration Date |  |                           | Underlying<br>Security  | erlying Derivative  |   | Form of Derivative Security:                   | Beneficial    |
|   | Security  |                   |   | Code                    | V  | (A)  | (D)             | Ex   | ite<br>ercisable                        | Expiration<br>Date                                       | Title                     | Amount or<br>Number of<br>Shares                                      |   | Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) |               |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$8.49  | 6/6/2017          |   | A                       |  | 31336  |                 |  | <u>(2)</u>                              | 6/5/2027   | Class A<br>Commo<br>Stock |   | \$0.00  | 31336   | D  |               |

## **Explanation of Responses:**

- (1) Represents awards of restricted stock units that will vest 25% on each of September 6, 2017, December 6, 2017, March 6, 2018 and upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 6, 2018.
- (2) The option vests as follows: 100% of the shares will vest upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 6, 2018.

#### Remarks:

No shares were sold in transactions covered by this report.

### **Reporting Owners**

| reporting Owners               |                    |  |         |       |  |  |  |  |
|--------------------------------|--------------------|--|---------|-------|--|--|--|--|
| Penarting Owner Name / Address | Relationships      |  |         |       |  |  |  |  |
| Reporting Owner Name / Addres  | Director 10% Owner |  | Officer | Other |  |  |  |  |
| Lyne Susan M                   |                    |  |         |       |  |  |  |  |
| 3000 CLEARVIEW WAY             | X                  |  |         |       |  |  |  |  |
| SAN MATEO, CA 94402            |                    |  |         |       |  |  |  |  |

#### **Signatures**

Eve T. Saltman, Attorney-in-Fact for Susan M. Lyne

\*\*Signature of Reporting Person

Date

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

- \* 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).

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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