
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 4, 2019



GOPRO, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-36514

77-0629474

(State or Other Jurisdiction of Incorporation)

(Commission File No.)

(I.R.S. Employer Identification No.)

3000 Clearview Way, San Mateo, California 94402

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (650) 332-7600

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	GPRO	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 4, 2019, GoPro, Inc. (the "Company") held its 2019 Annual Meeting of Stockholders (the "Meeting"). Present at the Meeting in person or by valid proxy were holders of 82,311,926 shares of Class A Common Stock, and holders of 33,020,130 shares of Class B Common Stock, together representing a total of 412,513,226 votes, or 91.39% of the eligible votes, and constituting a quorum. Holders of the Company's Class A Common Stock were entitled to one vote for each share held as of the close of business on April 11, 2019 (the "Record Date") and holders of the Company's Class B Common Stock were entitled to 10 votes for each share held as of the close of business on the Record Date. The Class A Common Stock and Class B Common Stock voted together as a single class on all matters. At the Meeting, the Company's stockholders voted on the following two proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 24, 2019:

1. To elect nine directors, all of whom are currently serving on our board of directors, each to serve until the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

The final results for each of these proposals are as follows:

Proposal 1: Election of Directors.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Nicholas Woodman	363,999,450	872,786	47,640,990
Tyrone Ahmad-Taylor	363,888,037	984,199	47,640,990
Kenneth Goldman	351,706,958	13,165,278	47,640,990
Peter Gotcher	364,047,318	824,918	47,640,990
James Lanzone	364,080,119	792,117	47,640,990
Alexander Lurie	364,108,833	763,403	47,640,990
Susan Lyne	363,910,244	961,992	47,640,990
Frederic Welts	364,246,924	625,312	47,640,990
Lauren Zalaznick	363,891,785	980,451	47,640,990

Each of the nine nominees was elected to serve until the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
409,647,873	2,083,897	781,456

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019. There were no broker non-votes on this matter.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

GoPro, Inc.
(Registrant)

Dated: June 6, 2019

By: /s/ Eve T. Saltman

Eve T. Saltman
VP, Corporate/Business Development, General Counsel and Corporate
Secretary