

# FORM 4

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. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Woodman Nicholas</b>			<b>GoPro, Inc. [ GPRO ]</b>			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>3000 CLEARVIEW WAY</b>			<b>12/5/2019</b>			<b>CEO, Chairman of the Board</b>		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN MATEO, CA 94402</b>						<input type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input checked="" type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	23720830		23720830 (2)	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (3)
Class B Common Stock	(1)	12/5/2019		G (4)	V	1250000		(1)	(1)	Class A Common Stock	1250000	\$0.00	0	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1250000		1250000 (4)	I	By 2019 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1250000		1250000 (4)	I	By spouse's 2019 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common	1299650		1299650	I	By 2018 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common	1299650		1299650	I	By spouse's 2018 GRAT

### Explanation of Responses:

- 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.
- Reflects a reduction of 2,500,000 shares of Issuer Class B Common Stock beneficially owned by the Reporting Person through The Woodman Family Trust under Trust Agreement dated March 11, 2011. Such shares were returned on December 5, 2019 to the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13).
- Mr. Woodman and spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.

- (4) After the change in form of beneficial ownership described in footnote 2, the Reporting Person directly held 2,500,000 shares of Class B Common Stock. On December 5, 2019, all these shares were contributed to grantor retained annuity trusts (2019 GRATs): 1,250,000 were contributed to a 2019 GRAT for the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13) and 1,250,000 shares were contributed to a 2019 GRAT for the Reporting Person's spouse (a gift exempt from Section 16 under Rule 16b-5). The Reporting Person is the sole trustee of each of the 2019 GRATs. Accordingly, all such shares are now reported as indirectly owned by the Reporting Person through such 2019 GRATs.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Woodman Nicholas</b> 3000 CLEARVIEW WAY SAN MATEO, CA 94402	X	X	CEO, Chairman of the Board	
<b>Woodman Family Trust under Trust Agreement dated March 11, 2011</b> 3000 CLEARVIEW WAY SAN MATEO, CA 94402		X		

#### Signatures

**Jason Stephen, Attorney-in-fact for Nicholas Woodman**

**12/30/2019**

--Signature of Reporting Person

Date

**Jason Stephen, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011**

**12/30/2019**

--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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