

# FORM 4

[ ] 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**

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

|   |   |  |
|---|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>Woodman Nicholas</b><br><br>(Last) (First) (Middle)<br><br><b>3025 CLEARVIEW WAY</b><br><br>(Street)<br><br><b>SAN MATEO, CA 94402</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>GoPro, Inc. [ GPRO ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="margin-left: 100px;"><input checked="" type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 20px;"><input type="checkbox"/> Other (specify below)</span><br><b>CEO, Chairman of the Board</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>2/10/2021</b></p>   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |   |  |

**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  |   |  |   |
| Class A Common Stock            | 2/10/2021      |                                   | A                         |   | 539444 (1)  | A          | \$0.00 | 774896  | D  |   |

**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 |   |  |  |  |  |
| Class B Common Stock                     | (2)  |                |                                   |                           |   |  |     | (2)                                     | (2)             | Class A Common Stock  | 26887910                                   | 26887910 (3)   | I  | By the Woodman Family Trust under the Trust Agreement dated March 11, 2011 (4) |
| Class B Common Stock                     | (2)  |                |                                   |                           |   |  |     | (2)                                     | (2)             | Class A Common Stock  | 966110                                     | 966110 (3)   | I  | By 2019 GRAT   |
| Class B Common Stock                     | (2)  |                |                                   |                           |   |  |     | (2)                                     | (2)             | Class A Common Stock  | 966110                                     | 966110 (3)   | I  | By spouse's 2019 GRAT  |

**Explanation of Responses:**

- (1) Represents the acquisition of restricted stock units earned by Reporting Person upon achievement of performance goals for the one-year period ended December 31, 2020, as certified by the Compensation and Leadership Committee on February 10, 2021. The restricted stock units are scheduled to vest as to one-third (1/3) of the total RSUs earned on February 15, 2021, and an additional one-twelfth (1/12th) of the total RSUs earned each quarter thereafter until the RSUs are fully vested, subject to the Reporting Person's continuous service to the Issuer through each vesting date.
- (2) 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 certain transfers of such shares.
- (3) Prior to December 30, 2020, the Reporting Person indirectly beneficially held 26,320,130 shares of Issuer Class B Common Stock through The Woodman Family Trust and 1,250,000 shares through each of his 2019 GRAT and his spouse's 2019 GRAT. On December 30, 2020, each of the two GRAT's distributed 283,890 shares held to the Woodman Family Trust (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The amounts reported reflect a corresponding increase of 567,780 shares in the number of shares of Issuer Class B Common Stock beneficially owned indirectly by the Reporting Person through The Woodman Family Trust and a decrease of 283,890 shares in the number of shares of such stock beneficially owned indirectly by the Reporting Person through each of his 2019 GRAT and his spouse's 2019 GRAT.
- (4) Mr. Woodman and spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| <b>Woodman Nicholas</b><br>3025 CLEARVIEW WAY<br>SAN MATEO, CA 94402  | X             | X         | CEO, Chairman of the Board |       |
| <b>Woodman Family Trust under Trust Agreement dated March 11, 2011</b><br>3025 CLEARVIEW WAY<br>SAN MATEO, CA 94402 |               | X         |                            |       |

**Signatures****Jason Stephen, Attorney-in-Fact for Nicholas Woodman****2/12/2021**

--Signature of Reporting Person

Date

**Jason Stephen, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011****2/12/2021**

--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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