

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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

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) | | |
| Woodman Nicholas | | | GoPro, Inc. [GPRO] | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, Chairman of the Board | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 3000 CLEARVIEW WAY | | | 1/3/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| SAN MATEO, CA 94402 | | | | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | | | |
| Restricted Stock Unit | (1) | 1/3/2017 | | M | | 83332 | | (2) | 6/1/2024 | Class B Common Stock | 83332 | \$0.00 | 416668 | D | |
| Class B Common Stock | (3) | 1/3/2017 | | M | | 83332 | | (3) | (3) | Class A Common Stock | 83332 | \$0.00 | 742730 | D | |
| Class B Common Stock | (3) | 1/3/2017 | | F (4) | | 32125 | | (3) | (3) | Class A Common Stock | 32125 | \$8.77 | 710605 | D | |
| Class B Common Stock | (3) | | | | | | | (3) | (3) | Class A Common Stock | 1474623 | | 1474623 | I | By GRAT |
| Class B Common Stock | (3) | | | | | | | (3) | (3) | Class A Common Stock | 1474623 | | 1474623 | I | By spouse's GRAT |
| Class B Common Stock | (3) | | | | | | | (3) | (3) | Class A Common Stock | 32666309 | | 32666309 | I | By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (5) |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.
- (2) The restricted stock unit grant covered 4,500,000 shares which vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. The second and third tranches, each consisting of 1,500,000 shares, vested and settled on January 22, 2015 with respect to 583,332 shares and thereafter 1/36th of the total shares from each tranche shall vest monthly starting on February 3, 2015, as long as the Reporting Person provides continuous service to the Issuer.
- (3) 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

