

# FORM 4

**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>  <b>MCGEE BRIAN</b>  (Last) (First) (Middle)  <b>3000 CLEARVIEW WAY</b>  (Street)  <b>SAN MATEO, CA 94402</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GoPro, Inc. [ GPRO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CFO and COO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/18/2020</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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	2/18/2020		A		26867 (1)	A	\$0.00	180737	D	
Class A Common Stock	2/18/2020		A		145012 (2)	A	\$0.00	325749	D	
Class A Common Stock	2/18/2020		F		22246 (3)	D	\$4.08	303503	D	
Class A Common Stock	2/19/2020		S		36222 (4)	D	\$4.0633 (5)	267281	D	
Class A Common Stock								276	I	By Spouse

**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				
Non-Qualified Stock Option (right to buy)	\$4.08	2/18/2020		A		144676		(6)	2/17/2030	Class A Common Stock	144676	\$0.00	144676	D	

**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, 2019, as certified by the Compensation and Leadership Committee on February 18, 2020. The restricted stock units are scheduled to vest as to one-third (1/3) of the total RSUs earned on February 18, 2020, 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) Represents an award of restricted stock units that vest over a four-year period as follows: 25% of the RSUs shall vest on February 15, 2021, and 25% of the RSUs shall vest each annual anniversary thereafter, subject to the Reporting Person's continuous service to the Issuer through each vesting date.
- (3) Exempt transaction pursuant to Section 16b-3(e) - Payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of restricted stock units. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (4) The sale reported in this line item was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.041 to \$4.10 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The option vests over a four-year period as follows: 25% of the underlying shares shall vest on February 15, 2021, and 1/48 of the shares shall vest monthly thereafter, subject to the Reporting Person's continuous service to the Issuer through each vesting date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MCGEE BRIAN</b> <b>3000 CLEARVIEW WAY</b> <b>SAN MATEO, CA 94402</b>			<b>EVP, CFO and COO</b>	

**Signatures**

**Jason Stephen, as Attorney-in-Fact for Brian McGee**

**2/20/2020**

**\*\***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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