

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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) | |
| Bates Anthony John | | GoPro, Inc. [GPRO] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | |
| 3000 CLEARVIEW WAY | | 12/31/2016 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| SAN MATEO, CA 94402 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 | | | |
| Class A Common Stock | 1/3/2017 | | C | | 38009 | A | \$0.00 | 236681 (1) | D | |
| Class A Common Stock | 1/3/2017 | | F (2) | | 43611 | D | \$8.77 | 193070 | D | |

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

| 1. Title of Derivative 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 | (3) | 12/31/2016 | | M | | 62187 (4) | | (4) | (4) | Class B Common Stock (5) | 62187 | \$0.00 | 31094 | D | |
| Class B Common Stock | (5) | 12/31/2016 | | M | | 62187 | | (5) | (5) | Class A Common Stock | 62187 | \$0.00 | 62187 | D | |
| Class B Common Stock | (5) | 1/3/2017 | | F (2) | | 24178 | | (5) | (5) | Class A Common Stock | 24178 | \$8.77 | 38009 | D | |
| Class B Common Stock | (5) | 1/3/2017 | | C | | 38009 | | (5) | (5) | Class A Common Stock | 38009 | \$0.00 | 0 | D | |

Explanation of Responses:

- (Includes shares initially subject to the restricted stock unit awards granted to the Reporting Person on February 9, 2015 and May 4, 2016, which were vested 1) as of December 31, 2016 or continue to vest pursuant to the original vesting schedule of such awards, pursuant to the terms of the Separation Agreement (as defined below). The remaining shares subject to such awards were forfeited.
- (Exempt transaction pursuant to Section 16b-3(e) - Payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, 2) 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.
- (Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock. 3)
- (Pursuant to the Separation Agreement and Release of Claims entered into by and between the Issuer and the Reporting Person dated as of December 15, 2016 4) (the "Separation Agreement"), 25% of the shares initially subject to the restricted stock unit award granted to the Reporting Person on June 25, 2014 (the "June 2014 Award") vested as of December 31, 2016, and an additional 25% of the shares initially subject to the June 2014 Award will continue to vest pursuant to its original vesting schedule if, and so long as, the Reporting Person continues to serve on the Issuer's Board of Directors.
- (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 5) 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,

