

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933



GOPRO, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

77-0629474
(I.R.S. Employer
Identification No.)

**3025 Clearview Way
San Mateo, CA 94402**
(Address of Principal Executive Offices) (Zip Code)

2024 Equity Incentive Plan

(Full Title of the Plan)

**Nicholas Woodman
Chief Executive Officer
GoPro, Inc.
3025 Clearview Way
San Mateo, CA 94402**
(Name and Address of Agent For Service)

(650) 332-7600
(Telephone Number, including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, GoPro, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register 13,000,000 additional shares of Class A Common Stock for issuance under the Registrant’s 2024 Equity Incentive Plan (“2024 EIP”) in connection with the first amendment to the 2024 EIP, which was approved by the stockholders of the Registrant on June 2, 2026 (the “First Amendment”). This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on February 9, 2024 (Registration No. 333-276993). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of the Form S-8 has been omitted from this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the Commission on [March 12, 2026](#), of which Part II, Item 8, (“Financial Statements and Supplementary Data”) is superseded by Exhibit 99.1 to the Current Report on Form 8-K filed with the Commission on June 1, 2026;
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above; and
- (c) the description of the Registrant’s Class A Common Stock contained in Exhibit 4.08 to the Registrant’s Form 10-K for the fiscal year ended December 31, 2019, filed with the Commission on [February 14, 2020](#), including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.01	Restated Certificate of Incorporation of the Registrant, with Certificate of Change of Registered Agent and/or Registered Office.	10-K	001-36514	3.01	February 15, 2019	
4.02	Amended and Restated Bylaws of the Registrant, as currently in effect.	S-1	333-200038	3.02	November 10, 2014	
4.03	Form of Registrant's Class A common stock certificate.	S-1	333-196083	4.01	May 19, 2014	
4.04	Registrant's 2024 Equity Incentive Plan, as amended, and forms thereunder.	8-K	001-36514	10.1	June 9, 2023	
5.01	Opinion and Consent of Dinsmore & Shohl LLP.					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.02	Consent of Dinsmore & Shohl LLP (included in Exhibit 5.01).					X
24.01	Power of Attorney (included on signature page).					X
107	Filing Fee Table					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, GoPro, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California, on this 4th day of June, 2026.

GoPro, Inc.

By: /s/ Nicholas Woodman
Nicholas Woodman
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of GoPro, Inc., a Delaware corporation, do hereby constitute and appoint Nicholas Woodman and Brian Tratt, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

	<u>Name</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ Nicholas Woodman</u> Nicholas Woodman	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	June 4, 2026
By:	<u>/s/ Brian Tratt</u> Brian Tratt	Chief Financial Officer (Principal Financial Officer)	June 4, 2026
By:	<u>/s/ Charles Lafrades</u> Charles Lafrades	Chief Accounting Officer (Principal Accounting Officer)	June 4, 2026
By:	<u>/s/ Tyrone Ahmad-Taylor</u> Tyrone Ahmad-Taylor	Director	June 4, 2026
By:	<u>/s/ Emily S. Culp Hogue</u> Emily S. Culp Hogue	Director	June 4, 2026
By:	<u>/s/ Michael C. Dennison</u> Michael C. Dennison	Director	June 4, 2026
By:	<u>/s/ Shaz Kahng</u> Shaz Kahng	Director	June 4, 2026
By:	<u>/s/ Miguel A. Lopez Ben</u> Miguel A. Lopez Ben	Director	June 4, 2026
By:	<u>/s/ Susan Lyne</u> Susan Lyne	Director	June 4, 2026

Calculation of Filing Fee Tables

Form S-8
(Form Type)

GoPro, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common stock, par value \$0.0001 per share	Rule 457(c) and Rule 457(h)	13,000,000 (2)	\$1.14 (3)	\$14,820,000.00	0.00013810	\$2,046.64
Total Offering Amounts					\$14,820,000.00		\$2,046.64
Total Fee Offsets							-
Net Fee Due							\$2,046.64

Offering Note

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (the “Registration Statement”) shall cover any additional shares of the Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), of GoPro, Inc. (the “Registrant”) that become issuable under the GoPro, Inc. 2024 Equity Incentive Plan (the “EIP”) as amended by the first amendment to the 2024 EIP (the “First Amendment”) by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding Class A Common Stock.

(2) Represents 13,000,000 shares of Class A Common Stock issuable under the EIP as amended by the First Amendment.

(3) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Class A Common Stock as reported on the Nasdaq Global Select Market on June 1, 2026.

(4) The Registrant does not have any fee offsets.

June 4, 2026

GoPro, Inc.
3025 Clearview Way
San Mateo, CA 94402

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to GoPro, Inc., a Delaware corporation (the “*Company*”), we have examined the Registration Statement on Form S-8 (the “*Registration Statement*”) to be filed by the Company with the Securities and Exchange Commission (the “*Commission*”) on or about June 4, 2026 in connection with the registration under the Securities Act of 1933, as amended (the “*Securities Act*”), of an aggregate of 13,000,000 additional shares (the “*Plan Shares*”) of the Company’s Class A Common Stock, \$0.0001 par value per share (the “*Class A Common Stock*”), subject to issuance by the Company upon the exercise or settlement of awards granted or to be granted under the Company’s 2024 Equity Incentive Plan, in connection with the first amendment to the 2024 Plan, which was approved by the stockholders of the Company on June 2, 2026 (as so amended, the “*2024 Plan*”).

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the “*Opinion Certificate*”). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System (“*EDGAR*”), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company upon the exercise or settlement of awards granted or to be granted under the 2024 Plan, and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Dinsmore & Shohl LLP

DINSMORE & SHOHL LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of GoPro, Inc. of our report dated March 12, 2026, except with respect to our opinion on the consolidated financial statements insofar as it relates to the matters that raise substantial doubt about the Company's ability to continue as a going concern discussed in Note 1, as to which the date is June 1, 2026, relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in GoPro, Inc.'s Current Report on Form 8-K dated June 1, 2026.

/s/ PricewaterhouseCoopers LLP

San Jose, California

June 4, 2026