

---

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): June 6, 2017



**GOPRO, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36514**  
(Commission File No.)

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

**3000 Clearview Way, San Mateo, California 94402**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (650) 332-7600**

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

---

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 6, 2017, GoPro, Inc. (the "Company") held its 2017 Annual Meeting of Stockholders (the "Meeting"). Present at the Meeting in person or by valid proxy were holders of 60,857,052 shares of Class A Common Stock, and holders of 36,505,788 shares of Class B Common Stock, together representing a total of 425,914,933 votes, or 89% of the eligible votes, and constituting a quorum. Holders of the Company's Class A Common Stock were entitled to one vote for each share held as of the close of business on April 13, 2017 (the "Record Date") and holders of the Company's Class B Common Stock were entitled to ten votes for each share held as of the close of business on the Record Date. The Class A Common Stock and Class B Common Stock voted as a single class on all matters. At the Meeting, the Company's stockholders voted on the following three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the "SEC") on April 26, 2017:

1. To elect seven directors, all of whom are currently serving on our board of directors, each to serve until the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017.
3. To hold an advisory vote on the resolution to approve executive compensation.

The final results for each of these proposals are as follows:

***Proposal 1: Election of Directors.***

<b><u>Nominee</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Nicholas Woodman	378,981,137	995,643	45,938,153
Anthony Bates	378,860,391	1,116,389	45,938,153
Kenneth Goldman	378,962,860	1,013,920	45,938,153
Peter Gotcher	379,171,515	805,265	45,938,153
Alexander Lurie	379,084,908	891,872	45,938,153
Susan Lyne	379,396,061	580,719	45,938,153
Lauren Zalaznick	378,987,522	989,258	45,938,153

Each of the seven nominees was elected to serve until the next annual meeting of stockholders and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal.

***Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.***

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>
424,108,607	1,251,709	554,617

---

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017. There were no broker non-votes on this matter.

***Proposal 3: Advisory vote to approve executive compensation.***

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Abstentions</u></b>	<b><u>Broker Non-Votes</u></b>
378,691,344	1,068,093	217,343	45,938,153

The stockholders approved, on a non-binding basis, the compensation of our named executive officers.

---

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

**GoPro, Inc.**

(Registrant)

Dated: June 8, 2017

By: /s/ Sharon Zezima

---

Sharon Zezima

General Counsel and Corporate Secretary