

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer
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Form 5 obligations may
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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

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 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) | | |
| MCGEE BRIAN | | | GoPro, Inc. [GPRO] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, CFO and COO | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 3025 CLEARVIEW WAY | | | 8/16/2021 | | | | | |
| (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 | 8/16/2021 | | M | | 12591 | A | \$5.74 | 311830 | D | |
| Class A Common Stock | 8/16/2021 | | M | | 9042 | A | \$4.08 | 320872 | D | |
| Class A Common Stock | 8/16/2021 | | S(1) | | 21633 | D | \$10.0452 (2) | 299239 | D | |
| Class A Common Stock | 8/16/2021 | | R(3) | | 3096 | D | \$10.19 | 296143 | D | |
| Class A Common Stock | 8/17/2021 | | S(1) | | 3708 | D | \$10.03 | 292435 | 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 | | | | |
| Employee Stock Options (right to buy) | \$5.74 | 8/16/2021 | | M | | 12591 | (4) | 5/14/2028 | Class A Common Stock | 12591 | \$0.00 | 25184 | D | | |
| Employee Stock Options (right to buy) | \$4.08 | 8/16/2021 | | M | | 9042 | (5) | 2/17/2030 | Class A Common Stock | 9042 | \$0.00 | 90423 | D | | |

Explanation of Responses:

- The sales reported on this line item were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The price reported in Column 4 of Table I is a weighted average sale price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$9.965 to \$10.19, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote of this Form 4.
- 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 line item 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 in this line item for any reason other than to cover required taxes.
- The option vests over a four year period as follows: 25% of the underlying shares shall vest on February 15, 2019, and 1/48 of the shares shall vest monthly thereafter, subject to the Reporting Person's continuous service.
- 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE BRIAN 3025 CLEARVIEW WAY SAN MATEO, CA 94402 | | | EVP, CFO and COO | |

Signatures

/s/ Jason Stephen, Attorney-in-Fact for Brian McGee

8/18/2021

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.