

# FORM 4

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

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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>Woodman Nicholas</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 <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>CEO, Chairman of the Board</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>2/28/2018</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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			

**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				
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	27794122		27794122 (2)	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (3)
Class B Common Stock	(1)	2/28/2018		G (4)	V	2000000		(1)	(1)	Class A Common Stock	2000000	\$0.00	0	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	2000000		2000000 (4)	I	By 2018 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	2000000		2000000 (4)	I	By spouse's 2018 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	0		0 (5)	I	By 2016 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	0		0 (5)	I	By spouse's 2016 GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	29120130 (5)		29120130	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (3)
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1350000		1350000	I	By 2017 GRAT

**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)				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				
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1350000		1350000	I	By spouse's 2017 GRAT

**Explanation of Responses:**

- (1) 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 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, except for "Permitted Transfers" as defined in the Issuer's restated certificate of incorporation in effect as of the date hereof. Each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon the date when the outstanding shares of Class B Common Stock represent less than 10% of the aggregate number of shares of Common Stock then outstanding.
- (2) Reflects a reduction of 3,880,452 shares in the number of shares of Issuer Class B Common Stock beneficially owned indirectly by the Reporting Person through The Woodman Family Trust under Trust Agreement dated March 11, 2011. Such shares were returned on February 28, 2018 to the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13).
- (3) Mr. Woodman and spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- (4) After the change in form of beneficial ownership described in footnote 2, the Reporting Person directly held 4,000,000 shares of Class B Common Stock. On February 28, 2018, all these shares were contributed to grantor retained annuity trusts ("2018 GRATs"): 2,000,000 shares were contributed to a 2018 GRAT for the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13) and 2,000,000 shares were contributed to a 2018 GRAT for the Reporting Person's spouse (a gift exempt from Section 16 under Rule 16b-5). The Reporting Person is the sole trustee of each of the 2018 GRATs. Accordingly, all such shares are now reported as indirectly owned by the Reporting Person through such 2018 GRATs.
- (5) Prior to May 17, 2018, the Reporting Person indirectly beneficially held 27,794,122 shares of Issuer Class B Common Stock through The Woodman Family Trust and 663,004 shares through each of his 2016 GRAT and his spouse's 2016 GRAT. On May 17, 2018, the two GRAT's distributed all the shares held to the Woodman Family Trust (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The amounts reported reflect a corresponding increase of 1,326,008 shares in the number of shares of Issuer Class B Common Stock beneficially owned indirectly by the Reporting Person through The Woodman Family Trust and a decrease (to zero) of 663,004 shares in the number of shares of such stock beneficially owned indirectly by the Reporting Person through each of his 2016 GRAT and his spouse's 2016 GRAT.

**Remarks:**

No shares were sold in transactions covered by this report.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Woodman Nicholas</b> 3000 CLEARVIEW WAY SAN MATEO, CA 94402	X	X	<b>CEO, Chairman of the Board</b>	
<b>Woodman Family Trust under Trust Agreement dated March 11, 2011</b> 3000 CLEARVIEW WAY SAN MATEO, CA 94402		X		

**Signatures**

**Jason Stephen, Attorney-in-Fact for Nicholas Woodman**

**5/24/2018**

Signature of Reporting Person

Date

**Jason Stephen, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011**

**5/24/2018**

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.

**LIMITED POWER OF ATTORNEY  
FOR SECTION 16 REPORTING OBLIGATIONS**

The undersigned, as a Section 16 reporting person of GoPro, Inc. (the "Company"), hereby constitutes and appoints Eve Saltman and Jason Stephen, or either of them acting singly and with full power of substitution, the undersigned's true and lawful attorneys-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, and timely file such form or report with the SEC and any stock exchange or similar authority; and
- (4) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by or for, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 28, 2018.

*/s/ Nicholas Woodman*

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*Nicholas Woodman*

Woodman Family Trust under Trust  
Agreement dated March 11, 2011

*/s/ Nicholas Woodman*

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*Nicholas Woodman, Trustee*