

GoPro, Inc.  
Form 3  
June 25, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Richardson Nina		(Month/Day/Year)	GoPro, Inc. [GPRO]	
(Last)	(First)	(Middle)	06/25/2014	
3000 CLEARVIEW WAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN MATEO, CA 94402			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Operating Officer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of Shares			

			Class B				
Incentive Stock Option (right to buy)	Â (1)	02/18/2023	Common Stock (2)	29,152	\$ 13.72	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	02/18/2023	Class B Common Stock (2)	420,848	\$ 13.72	D	Â
Restricted Stock Unit (3)	Â (4)	01/28/2024	Class B Common Stock (2)	100,000	\$ 0	D	Â
Restricted Stock Unit (3)	Â (5)	01/28/2024	Class B Common Stock (2)	100,000	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richardson Nina 3000 CLEARVIEW WAY SAN MATEO, CA 94402	Â	Â	Â Chief Operating Officer	Â

## Signatures

Sharon Zezima, Attorney-in-Fact for Nina Richardson 06/25/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) When both ISO and NQ Stock Options granted on February 19, 2013 are combined, they vest over four years of continuous service as follows: 25% of the underlying shares vest on February 12, 2014 and 1/48 of the underlying shares vest monthly thereafter, subject to the Reporting Person's continuous service.
  - (2) 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 certain transfers of such shares.
  - (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.
  - (4) 25% of the underlying shares vest on January 29, 2015, and 25% of the underlying shares vest on each one year anniversary thereafter, subject to the Reporting Person's continuous service.
  - (5) 50% of the underlying shares vest on January 29, 2018, and 50% of the underlying shares vest on January 29, 2019, subject to the Reporting Person's continuous service.

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### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.