

GoPro, Inc.  
Form 4  
July 01, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARKS MICHAEL E**

(Last) (First) (Middle)

**C/O RW CAMERA HOLDINGS,  
LLC, 70 WILLOW ROAD, SUITE  
100**

(Street)

**MENLO PARK, CA 94025**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**GoPro, Inc. [GPRO]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/01/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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            | 07/01/2014                           |                                                    | C                              |                                                                   | 1,651,540 | A          | \$ 0                                                                                          | 1,651,540                                                | I                                                     | By RW Camera Holdings LLC <sup>(1)</sup> |
| Class A Common Stock            | 07/01/2014                           |                                                    | S                              |                                                                   | 1,651,540 | D          | \$ 22.56                                                                                      | 0                                                        | I                                                     | By RW Camera Holdings LLC <sup>(1)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Underlying<br>(Instr. 3 and 4) |                    |                                |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------|--------------------|--------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                | (A)                                                            | (D) | Date<br>Exercisable                            | Expiration<br>Date | Title                          |
| Series A<br>Convertible<br>Preferred<br>Stock       | (2)                                                                | 07/01/2014                              |                                                             | C                                    |                                                                                                  | 18,356,461                                                     |     | (2)                                            | (2)                | Class B<br>Common<br>Stock (C) |
| Class B<br>Common<br>Stock                          | (3)                                                                | 07/01/2014                              |                                                             | C                                    |                                                                                                  | 18,356,461                                                     |     | (3)                                            | (3)                | Class A<br>Common<br>Stock     |
| Class B<br>Common<br>Stock                          | (3)                                                                | 07/01/2014                              |                                                             | C                                    |                                                                                                  | 1,651,540                                                      |     | (3)                                            | (3)                | Class A<br>Common<br>Stock     |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                     | Director      | 10% Owner | Officer | Other |
| MARKS MICHAEL E<br>C/O RW CAMERA HOLDINGS, LLC<br>70 WILLOW ROAD, SUITE 100<br>MENLO PARK, CA 94025 | X             | X         |         |       |
| RW Camera Holdings LLC<br>70 WILLOW ROAD, SUITE 100<br>MENLO PARK, CA 94025                         |               | X         |         |       |

## Signatures

Eve Saltman, Attorney-in-Fact for Michael E. Marks 07/01/2014

\_\_Signature of Reporting Person

Date

Jeffrey T. Parks, Managing Director 07/01/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood Capital L.P. The Reporting Person is Chief Executive Officer and Director of Riverwood Capital GP Ltd. and may be deemed to have shared voting and investment power over these shares.
- (1) The Series A Convertible Preferred Stock automatically converted into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- 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.
- (3)

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.