

GoPro, Inc.  
Form 4/A  
May 05, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bates Anthony John

(Last) (First) (Middle)  
3000 CLEARVIEW WAY  
  
(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/11/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
02/16/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class A Common Stock            | 02/11/2016                           |  | A                              | 0   | (1)   | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 20,390  | (2)  | D                                 |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Deri... Secu... (Ins... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|
| Non-qualified Stock Option (right to buy)  | \$ 10.17   | 02/11/2016                           |  | A                              | 0<br><u>(1)</u>   | <u>(1)</u> <u>(1)</u>                                    | Class A Common Stock  | Amount or Number of Shares<br>0 |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Bates Anthony John<br>3000 CLEARVIEW WAY<br>SAN MATEO, CA 94402 | X             |           | President |       |

## Signatures

Eve T. Saltman, Attorney-in-Fact for Anthony J. Bates  
 Signature: \_\_\_\_\_ Date: 05/05/2016

\_\_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).

This report is being filed solely to report the voiding of 329,525 restricted stock units and 715,649 non-qualified stock options purportedly granted to Mr. Bates on February 11, 2016 and reported on the original Form 4 filed with the Securities and Exchange

(1) Commission on February 16, 2016. Because Mr. Bates' awards were in excess of the 500,000 shares per calendar year per person award limits in the Issuer's 2014 Equity Incentive Plan, the Compensation and Leadership Committee of the Board of Directors of the Issuer has voided the entirety of each of Mr. Bates' awards made on February 11, 2016.

(2) Includes 427 shares acquired under the Issuer's employee stock purchase plan on February 12, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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