

GoPro, Inc.  
Form 3  
January 31, 2017

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 |  |
| Â Prober Charles J.                       |          | (Month/Day/Year)                     | GoPro, Inc. [GPRO]                                 |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|   |          | 01/25/2017                           |  |  |
| 3000 CLEARVIEW WAY                        |          |                                      | (Check all applicable)                             | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                         |
| SAN MATEO,Â CAÂ 94402                     |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                             |
| (City)                                    | (State)  | (Zip)                                | (give title below)                                 | (specify below)  |
|   |          |                                      | Chief Operating Officer                            | Form filed by More than One Reporting Person               |

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

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock               | 55,047 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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

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|  |       |            |                            | Shares |          | (I)<br>(Instr. 5) |   |
|--|-------|------------|----------------------------|--------|----------|-------------------|---|
| Incentive Stock Option<br>(right to buy)     | Â (2) | 06/02/2024 | Class B<br>Common<br>Stock | 16,302 | \$ 18.4  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (2) | 06/02/2024 | Class B<br>Common<br>Stock | 86,823 | \$ 18.4  | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (3) | 02/08/2025 | Class A<br>Common<br>Stock | 12,879 | \$ 44.48 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (4) | 02/10/2026 | Class A<br>Common<br>Stock | 66,116 | \$ 10.17 | D                 | Â |
| Non-Qualified Stock<br>Option (right to buy) | Â (4) | 03/03/2026 | Class A<br>Common<br>Stock | 41,118 | \$ 13.36 | D                 | Â |
| Class B Common Stock                         | Â (5) | Â (5)      | Class A<br>Common<br>Stock | 5,434  | \$ (5)   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Prober Charles J.<br>3000 CLEARVIEW WAY<br>SAN MATEO, CA 94402 | Â             | Â         | Â Chief Operating Officer | Â     |

## Signatures

Eve T. Saltman, Attorney-in-Fact for Charles J. Prober  
Date: 01/31/2017

\_\_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) Includes awards of restricted stock units (RSUs), each of which vest in 4 equal annual installments beginning on February 15, 2016 and February 15, 2017, subject to the Reporting Person's continuous service. The RSUs were granted on various dates between February 9, 2015 and March 4, 2016.
    - (2) When both ISO and NQ Stock Options granted on June 3, 2014 are combined, they vest over a four year period as follows: 25% of the underlying shares vested on June 2, 2015, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.
    - (3) The option shall vest over a four year period as follows: 25% of the underlying shares vested on February 9, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.
    - (4)

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The option shall vest over a four year period as follows: 25% of the underlying shares shall vest on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

- (5) 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.

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### Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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