

GoPro, Inc.
Form 3
June 25, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
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 * Â Steamboat Ventures GP V, Ltd. (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 06/25/2014	3. Issuer Name and Ticker or Trading Symbol GoPro, Inc. [GPRO]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
---	--	---	--	--

C/O CAMPBELLS
CORPORATE SERVICES
LIMITED, Â FLOOR 4,
WILLOW HOUSE, CRICKET
SQUARE

(Street)

GRAND
CAYMAN, Â E9 Â KY1-1104

(City) (State) (Zip)

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 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)
------------------------------------	--	---	--

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---------------------------	----------------------	--

Edgar Filing: GoPro, Inc. - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Class B Common Stock (2)	3,468,731	\$ 0	I	By Steamboat Ventures V, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Ventures GP V, Ltd. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN,Â E9Â KY1-1104	Â	Â X	Â	Â
Steamboat Ventures V, L.P. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN,Â E9Â KY1-1104	Â	Â X	Â	Â
Steamboat Ventures Manager V, L.P. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN,Â E9Â KY1-1104	Â	Â X	Â	Â
Ball John R. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN,Â E9Â KY1-1104	Â	Â X	Â	Â
Fan Liping C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN,Â E9Â KY1-1104	Â	Â X	Â	Â

Signatures

John R. Ball, Director of Steamboat Ventures GP V, Ltd.	06/25/2014
**Signature of Reporting Person	Date
John R. Ball, Director of Steamboat Ventures GP V, Ltd., GP of Steamboat Ventures Manager V, L.P., GP of Steamboat Ventures V, L.P.	06/25/2014
**Signature of Reporting Person	Date
John R. Ball, Director of Steamboat Ventures GP V, Ltd., GP of Steamboat Ventures Manager V, L.P.	06/25/2014
**Signature of Reporting Person	Date
John R. Ball	06/25/2014

__Signature of Reporting Person

Date

Liping Fan

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) The Series A Convertible Preferred Stock shall automatically convert into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and has 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 certain transfers of such shares.
- (2) Shares held directly by Steamboat Ventures V, L.P. ("Fund V"). Steamboat Ventures GP V, Ltd. (the general partner of Steamboat Ventures Manager V, L.P., which serves as the general partner of Fund V) and John R. Ball and Liping Fan (the directors of Steamboat Ventures GP V, Ltd.) may be deemed to share voting and dispositive power over the shares held by Fund V. Such persons and entities disclaim beneficial ownership of shares held by Fund except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (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.