

GoPro, Inc.
Form 4
March 27, 2015

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 *
Foxteq Holdings Inc.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
NO 2 ZIYOU STREET, TUCHENG DISTRICT

3. Date of Earliest Transaction (Month/Day/Year)
03/25/2015

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

(Street)
NEW TAIPEI, F4 23678

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/25/2015 | | S | | 39,600 | D | \$ 42.537 (1) |
| Class A Common Stock | 03/25/2015 | | S | | 6,400 | D | \$ 43.1347 (3) |
| Class A Common Stock | 03/26/2015 | | S | | 45,500 | D | \$ 42.8174 (4) |
| Class A Common | 03/26/2015 | | S | | 108,500 | D | \$ 43.5737 |

Stock

(5)

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

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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 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Foxteq Holdings Inc. NO 2 ZIYOU STREET TUCHENG DISTRICT NEW TAIPEI, F4 23678 | | X | | |
| Foxconn (Far East) Ltd. NO 2 ZIYOU STREET TUCHENG DISTRICT NEW TAIPEI CITY, TAIWAN, F4 F4 23678 | | X | | |
| Hon Hai Precision Ind. Co., Ltd. NO 2 ZIYOU STREET TUCHENG DISTRICT NEW TAIPEI CITY, TAIWAN, F4 23678 | | X | | |

Signatures

| | |
|--|------------|
| Eve T. Saltman, Attorney-in-Fact for Foxteq Holdings Inc. | 03/27/2015 |
| **Signature of Reporting Person | Date |
| Eve T. Saltman, Attorney-in-Fact for Foxconn (Far East) Ltd. | 03/27/2015 |

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__Signature of Reporting Person

Date

Eve T. Saltman, Attorney-in-Fact for Hon Hai Precision Ind.
Co., Ltd.

03/27/2015

__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).

(1) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$42.082332 to \$43.03, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Owned directly by Foxteq Holdings Inc. ("Foxteq") and indirectly by (i) Foxconn (Far East) Ltd. ("Foxconn"), which is the manager of Foxteq, and (ii) Hon Hai Precision Ind. Co., Ltd. ("Hon Hai"), which is the manager of Foxconn.

(3) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$43.08 to \$43.174, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$42.21 to \$43.19, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(5) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$43.2019 to \$43.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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