GoPro, Inc. Form 4 September 18, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Zezima Sharon S

(First)

(Middle)

(Street)

2. Issuer Name and Ticker or Trading Symbol

GoPro, Inc. [GPRO]

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

09/16/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner _ Other (specify

X_ Officer (give title below)

General Counsel, Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN MATEO, CA 94402

3000 CLEARVIEW WAY

(City)	(State) (2	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A) or		Reported Transaction(s)	(11101111)	(11131111)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	09/16/2015		C	6,000	A	\$0	12,873 (1)	D	
Class A Common Stock	09/16/2015		S	6,000 (2)	D	\$ 35	6,873 <u>(3)</u>	D	

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of Sh
Non-Qualified Stock Option (right to buy)	\$ 15.59	09/16/2015		M		6,000	<u>(4)</u>	09/15/2023	Class B Common Stock (5)	
Class B Common Stock	<u>(5)</u>	09/16/2015		M	6,000		<u>(5)</u>	<u>(5)</u>	Class A Common Stock	. 6
Class B Common Stock	<u>(5)</u>	09/16/2015		C		6,000	<u>(5)</u>	(5)	Class A Common Stock	. 6

Reporting Owners

Reporting Owner Name / Address	Relationships
Tre por emg o wher I tame, III and ess	

Director 10% Owner Officer Other

Zezima Sharon S

3000 CLEARVIEW WAY General Counsel, Secretary

SAN MATEO, CA 94402

Signatures

Eve T. Saltman, Attorney-in-Fact for Sharon
Zezima
09/18/2015

**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) Includes 168 shares acquired under the Issuer's employee stock purchase plan on August 14, 2015.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (3) In preparation of this Form 4, the Issuer realized the Forms 4 filed on June 5, 2015 and June 16, 2015 inadvertently omitted 6,705 Class A shares representing an RSU award previously granted to the Reporting Person.
- When both ISO and NQ Stock Options granted on September 16, 2013 are combined, they vest over four years of continuous service as follows: 1/4 of the underlying shares vest on September 16, 2014, and 1/48 of the underlying shares vest monthly thereafter, subject to the Reporting Person's continuous service.

Reporting Owners 2

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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.

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.