

GoPro, Inc.
Form 4
December 04, 2014

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 *
MARKS MICHAEL E

(Last) (First) (Middle)

C/O RW CAMERA HOLDINGS, LLC, 70 WILLOW ROAD, SUITE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4)
Class A Common Stock	12/03/2014		C	332,572 A	\$ 0 332,572	I	By RW Camera Holdings LLC <u>(1)</u>
Class A Common Stock	12/03/2014		S	332,572 D	\$ 72.375 0	I	By RW Camera Holdings LLC <u>(1)</u>
Class A Common Stock					889	D <u>(2)</u>	

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
					(A)	(D)			
Class B Common Stock	(3)	12/03/2014		C	V	332,572	(3) (3)	Class A Common Stock	332,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS MICHAEL E C/O RW CAMERA HOLDINGS, LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025	X	X		
RW Camera Holdings LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025		X		

Signatures

Eve T. Saltman, Attorney-in-Fact for Michael E. Marks	12/04/2014
<i>**Signature of Reporting Person</i>	Date
Jeffrey T. Parks, Managing Director	12/03/2014
<i>**Signature of Reporting Person</i>	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) Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood Capital L.P. The Reporting Person is Chief Executive Officer and Director of Riverwood Capital GP Ltd. and may be deemed to have

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shared voting and investment power over these shares.

- (2) The Reporting Person is a managing and control person of Riverwood Capital Management L.P. ("Riverwood Capital"). These shares were issued to Mr. Michael E. Marks as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Riverwood Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Riverwood Capital.

- (3) 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.