

GoPro, Inc.
Form 3
June 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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)

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

(Street)

GRAND
CAYMAN,Â E9Â KY1-1104

(City) (State) (Zip)

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)

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

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

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

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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)

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	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

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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
- (3) 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.

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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