

GoPro, Inc.
Form 4
February 26, 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 *
MARKS MICHAEL E

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2015

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

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

(Street)

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

MENLO PARK, CA 94025

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 02/24/2015 | | S | | 300,000 | D | |
| | | | | | \$ 44.3171 | | |
| | | | | | (1) | | |
| Class A Common Stock | | | | | 889 | D | (4) |

By RW Camera Holdings LLC (2) (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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
 **Signature of Reporting Person
 Date: 02/26/2015

Thomas Smach, Chief Financial Officer and Director
 **Signature of Reporting Person
 Date: 02/26/2015

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 \$44.00 to \$44.75, 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 ranges set forth in the footnote of this Form 4.

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- (2) Riverwood Capital L.P. ("Riverwood LP"), a Cayman limited partnership, is the manager of RW Camera Holdings LLC ("RW Camera") and general partner of Riverwood Capital Partners L.P., Riverwood Capital Partners (Parallel-A) L.P. and Riverwood Capital Partners (Parallel-B) L.P. (collectively, the "Funds"). The Funds own a majority of the equity interests in RW Camera. Riverwood Capital GP Ltd., a Cayman company ("Riverwood GP"), is the general partner of Riverwood LP.

- (3) Accordingly, each of Riverwood LP and Riverwood GP may be deemed to have beneficial ownership of the shares of the Issuer owned by RW Camera. Michael E. Marks is the Chief Executive Officer and a Director of Riverwood GP as well as a member of its Investment Committee. Each such person and entity disclaims beneficial ownership of shares held by RW Camera 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 by such persons and entities for purposes of Section 16 or for any other purposes.

- (4) Mr. Marks was awarded these shares of restricted Class A Common Stock in connection with his service on the board of directors of the Issuer. Pursuant to the terms of his arrangement with Riverwood Capital Management L.P. ("Riverwood Capital") and certain related entities, Mr. Marks is obligated to transfer such shares following vesting to Riverwood Capital. Mr. Marks disclaims beneficial ownership of these shares 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 by Mr. Marks 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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