

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2

(Amendment No. 1)\*

**GOPRO, INC.**  
(Name of Issuer)

**Class A Common Stock, par value \$0.0001 per share**  
(Title of Class of Securities)

**38268T103**  
(CUSIP Number)

**Dino Verardo**  
**Sageview Capital, L.P.**  
**55 Railroad Avenue**  
**Greenwich, CT 06830**  
**Tel. No.: 203-625-4215**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

with a copy to

**Raphael M. Russo, Esq.**  
**Paul, Weiss, Rifkind, Wharton & Garrison LLP**  
**1285 Avenue of the Americas**  
**New York, New York 10019-6064**

**December 31, 2015**  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital Master, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  1,699,417
	6	SHARED VOTING POWER  -0-
	7	SOLE DISPOSITIVE POWER  1,699,417
	8	SHARED DISPOSITIVE POWER  -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital Partners (A), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  -0-
	6	SHARED VOTING POWER  1,699,417
	7	SOLE DISPOSITIVE POWER  -0-
	8	SHARED DISPOSITIVE POWER  1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital Partners (B), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  -0-
	6	SHARED VOTING POWER  1,699,417
	7	SOLE DISPOSITIVE POWER  -0-
	8	SHARED DISPOSITIVE POWER  1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Partners (C) (Master), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  -0-
	6	SHARED VOTING POWER  1,699,417
	7	SOLE DISPOSITIVE POWER  -0-
	8	SHARED DISPOSITIVE POWER  1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital GenPar, Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  1,699,417
	6	SHARED VOTING POWER  -0-
	7	SOLE DISPOSITIVE POWER  1,699,417
	8	SHARED DISPOSITIVE POWER  -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital GenPar, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <span style="float: right;">(a) <input checked="" type="checkbox"/></span> <span style="float: right;">(b) <input type="checkbox"/></span>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  1,699,417
	6	SHARED VOTING POWER  -0-
	7	SOLE DISPOSITIVE POWER  1,699,417
	8	SHARED DISPOSITIVE POWER  -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <span style="float: right;"><input type="checkbox"/></span>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital MGP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  1,699,417
	6	SHARED VOTING POWER  -0-
	7	SOLE DISPOSITIVE POWER  1,699,417
	8	SHARED DISPOSITIVE POWER  -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  OO	



1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Sageview Capital, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  -0-
	6	SHARED VOTING POWER  1,699,417
	7	SOLE DISPOSITIVE POWER  -0-
	8	SHARED DISPOSITIVE POWER  1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.7%	
12	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Edward A. Gilhuly	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		12,104
	6	SHARED VOTING POWER
		1,699,417
	7	SOLE DISPOSITIVE POWER
		12,104
	8	SHARED DISPOSITIVE POWER
		1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,711,521	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7%	
12	TYPE OF REPORTING PERSON	
	IN	

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Scott M. Stuart	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		-0-
	6	SHARED VOTING POWER
		1,699,417
	7	SOLE DISPOSITIVE POWER
		-0-
	8	SHARED DISPOSITIVE POWER
		1,699,417
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,699,417	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.7%	
12	TYPE OF REPORTING PERSON	
	IN	

**Item 1. (a) Name of Issuer**

GoPro, Inc., a Delaware corporation (the "Issuer")

**(b) Address of Issuer's Principal Executive Offices**

3000 Clearview Way

San Mateo, CA 94402

**Item 2. (a) Name of Person Filing**

This Statement on Schedule 13G is being filed on behalf of the following persons (each, a "Reporting Person" and collectively, the "Reporting Persons"):

- (i) Sageview Capital Master, L.P. ("Sageview Master");
- (ii) Sageview Capital Partners (A), L.P. ("Sageview (A)");
- (iii) Sageview Capital Partners (B), L.P. ("Sageview (B)");
- (iv) Sageview Partners (C) (Master), L.P. ("Sageview (C)");
- (v) Sageview Capital GenPar, Ltd. ("Sageview GenPar Ltd.");
- (vi) Sageview Capital GenPar, L.P. ("Sageview GenPar");
- (vii) Sageview Capital MGP, LLC ("Sageview MGP");
- (viii) Sageview Capital, L.P. ("Sageview Capital");
- (ix) Edward A. Gilhuly; and
- (x) Scott M. Stuart.

**(b) Address of Principal Business Office or, if none, Residence; (c) Citizenship**

(i) Sageview Master is a Cayman Islands exempted limited partnership formed in order to engage in the acquiring, holding and disposing of investments in various companies. The principal business office of Sageview Master is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(ii), (iii), (iv) Sageview (A), Sageview (B) and Sageview (C) (collectively, the "Shareholders") are collectively the holders of 100% of the limited partner interest in Sageview Master. Sageview (A) and Sageview (B) are Delaware limited partnerships and Sageview (C) is a Cayman Islands exempted limited partnership. The principal business office of each of the Shareholders is 55 Railroad Avenue, Greenwich, Connecticut 06830.

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(v) Sageview GenPar Ltd. is a Cayman Islands exempted limited partnership formed to act as the general partner of Sageview Master and each of the Shareholders. The principal business office of Sageview GenPar Ltd. is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(vi) Sageview GenPar is a Delaware limited partnership formed to be the sole owner of Sageview GenPar Ltd. The principal business office of Sageview GenPar is 55 Railroad Avenue, Greenwich, Connecticut 06830. Sageview MGP is the general partner of Sageview GenPar.

(vii) Sageview MGP is a Delaware limited liability company formed to act as the general partner of Sageview GenPar. The principal business office of Sageview MGP is 55 Railroad Avenue, Greenwich, Connecticut 06830. The managing members and controlling persons of Sageview MGP are Scott M. Stuart and Edward A. Gilhuly.

(viii) Sageview Capital is a Delaware limited partnership and the investment adviser to each of the Shareholders.

(ix) Mr. Gilhuly is a managing member and controlling person of Sageview MGP. Mr. Gilhuly is a United States citizen whose business address is c/o Sageview Capital, L.P., 245 Lytton Ave, Suite 250, Palo Alto, California 94301. Mr. Gilhuly's principal occupation is to act as Co-President of Sageview Management, LLC.

(x) Mr. Stuart is a managing member and controlling person of Sageview MGP. Mr. Stuart is a United States citizen whose business address is 55 Railroad Avenue, Greenwich, Connecticut, 06830. Mr. Stuart's principal occupation is to act as Co-President of Sageview Management, LLC.

(xi) As a managing member of Sageview MGP, each of Messrs. Stuart and Gilhuly may be deemed to beneficially own any shares of common stock that Sageview MGP may beneficially own or be deemed to beneficially own. Each such individual disclaims beneficial ownership of such shares. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of the common stock referred to herein for purposes of Section 13(g) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

(d) **Title of Class of Securities**

Class A Common Stock, par value \$0.0001 per share (the "Shares")

(e) **CUSIP Number**

38268T103

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable.

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**Item 4. Ownership**

All ownership percentages set forth herein assume that there are 100,595,575 shares of Class A Common Stock outstanding, based upon outstanding share information as of December 31, 2015 provided to the reporting persons by the Issuer. Ownership information in this schedule (i) includes 1,463 shares of Class A Common Stock held by Mr. Gilhuly, (ii) includes 4,177 of Class A Common Stock held by Gilhuly Investment Partners LLC, (iii) includes 6,464 of Class A Common Stock issuable upon exercise of options which are vested and (iv) does not include 6,049 shares of Class A Common Stock issuable upon exercise of options which are not vested.

**(a) Amount Beneficially Owned**

See row 9 of cover page of each reporting person

**(b) Percent of Class**

See row 11 of cover page of each reporting person

**(c) Number of Shares as to which such person has**

(i) sole power to vote or to direct the vote:  
See row 5 of cover page of each reporting person

(ii) shared power to vote or to direct the vote:  
See row 6 of cover page of each reporting person

(iii) sole power to dispose or to direct the disposition of:  
See row 7 of cover page of each reporting person

(iv) shared power to dispose or to direct the disposition of:  
See row 8 of cover page of each reporting person

**Item 5. Ownership of Five Percent or Less of a Class**

As of the date hereof, none of the Reporting Persons is the beneficial owner of more than five percent of the class of securities.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

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**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2016

**SAGEVIEW CAPITAL MASTER, L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL PARTNERS (A), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL PARTNERS (B), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

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**SAGEVIEW PARTNERS (C) (MASTER), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL GENPAR, LTD.**

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL GENPAR, L.P.**

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Co-President

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**SAGEVIEW CAPITAL MGP, LLC**

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Co-President

**SAGEVIEW CAPITAL, L.P.**

By: Sageview Management, LLC, its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

/s/ Edward A. Gilhuly

EDWARD A. GILHULY

/s/ Scott M. Stuart

SCOTT M. STUART

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## EXHIBIT 1

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Schedule 13G. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement.

Date: February 16, 2016

**SAGEVIEW CAPITAL MASTER, L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL PARTNERS (A), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL PARTNERS (B), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

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**SAGEVIEW PARTNERS (C) (MASTER), L.P.**

By: Sageview Capital GenPar, Ltd., its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL GENPAR, LTD.**

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

**SAGEVIEW CAPITAL GENPAR, L.P.**

By: Sageview Capital MGP, LLC, its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Co-President

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**SAGEVIEW CAPITAL MGP, LLC**

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Co-President

**SAGEVIEW CAPITAL, L.P.**

By: Sageview Management, LLC, its General Partner

By: /s/ Edward A. Gilhuly

Name: Edward A. Gilhuly

Title: Director

/s/ Edward A. Gilhuly

EDWARD A. GILHULY

/s/ Scott M. Stuart

SCOTT M. STUART

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