

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|---|--|---|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| GILHULY EDWARD A | | GoPro, Inc. [GPRO] | | <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O SAGEVIEW CAPITAL LP, 245 LYTTON AVENUE, SUITE 250 | | 6/6/2016 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| PALO ALTO, CA 94301 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock (1) | 6/6/2016 | | A (1) | | 10496 | A | \$0.00 (1) | 11959 | D (2) | |
| Class A Common Stock | | | | | | | | 4177 | I | By Gilhuly Investment Partners LLC (3) |
| Class A Common Stock | | | | | | | | 1699417 | I | By Sageview Capital Master, L.P. (4) (5) |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$10.92 | 6/6/2016 | | A | | 24861 | (6) | 6/5/2026 | Class A Common Stock | 24861 | \$0.00 | 24861 | D (7) | |

Explanation of Responses:

- Represents awards of restricted stock units that will vest 25% on each of September 6, 2016, December 6, 2016, March 6, 2017 and upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 6, 2017.
- Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. Gilhuly as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Sageview Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Sageview Capital. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- Shares held by Gilhuly Investment Partners LLC, of which Mr. Gilhuly is the Manager. Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- Shares held by Sageview Capital Master, L.P. ("Sageview Master"). Sageview Capital Partners (A), L.P. ("Sageview A"), Sageview Capital Partners (B), L.P. ("Sageview B") and Sageview Partners (C) (Master), L.P. ("Sageview C") are the shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview Master, Sageview A, Sageview B and Sageview C. Sageview Capital GenPar, L.P. ("Sageview GenPar") is the sole shareholder of Sageview Ltd. Sageview Capital MGP, LLC is the sole general partner of Sageview GenPar. (con't in FN 5)

- ((con't from FN 4) Edward Gilhuly is a managing member and controlling person of Sageview Capital MGP, LLC. As a managing member of Sageview
- 5) Capital MGP, LLC, Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- (
- 6) The option vests as follows: 100% of the shares will vest upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 6, 2017.
- (
- 7) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These options were issued to Mr. Gilhuly as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Sageview Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Sageview Capital. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

Remarks:

No shares were sold in transactions covered by this report.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301 | X | | | |

Signatures

Eve T. Saltman, Attorney-in-Fact for Edward Gilhuly

6/8/2016

**Signature of Reporting Person

Date

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

* 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).

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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