

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Steamboat Ventures GP V, Ltd.</b>  (Last) (First) (Middle)  <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED, FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b>  (Street)  <b>GRAND CAYMAN, E9 KY1-1104</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GoPro, Inc. [ GPRO ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/1/2014</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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. 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	7/1/2014		C		312084	A	\$0.00	312084	I	By Steamboat Ventures V, L.P. (1)
Class A Common Stock	7/1/2014		S		312084	D	\$22.56	0	I	By Steamboat Ventures V, L.P. (1)

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(2)	7/1/2014		C		3468731		(2)	(2)	Class B Common Stock (3)	3468731	\$0.00	0	I	By Steamboat Ventures V, L.P. (1)
Class B Common Stock	(3)	7/1/2014		C		3468731		(3)	(3)	Class A Common Stock	3468731	\$0.00	3468731	I	By Steamboat Ventures V, L.P. (1)
Class B Common Stock	(3)	7/1/2014		C		312084		(3)	(3)	Class A Common Stock	312084	\$0.00	3156647	I	By Steamboat Ventures V, L.P. (1)

**Table II - Derivative Securities 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. 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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
															(1)

**Explanation of Responses:**

- (1) 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 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.
- (2) The Series A Convertible Preferred Stock automatically converted into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
- (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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Steamboat Ventures GP V, Ltd.</b> <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED</b> <b>FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b> <b>GRAND CAYMAN, E9 KY1-1104</b>		X		
<b>Ball John R.</b> <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED</b> <b>FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b> <b>GRAND CAYMAN, E9 KY1-1104</b>		X		
<b>Fan Liping</b> <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED</b> <b>FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b> <b>GRAND CAYMAN, E9 KY1-1104</b>		X		
<b>Steamboat Ventures Manager V, L.P.</b> <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED</b> <b>FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b> <b>GRAND CAYMAN, E9 KY1-1104</b>		X		
<b>Steamboat Ventures V, L.P.</b> <b>C/O CAMPBELLS CORPORATE SERVICES LIMITED</b> <b>FLOOR 4, WILLOW HOUSE, CRICKET SQUARE</b> <b>GRAND CAYMAN, E9 KY1-1104</b>		X		

**Signatures**

**John R. Ball, Director of Steamboat Ventures GP V, Ltd.**

**7/1/2014**

\*\* Signature of Reporting Person

Date

**John R. Ball**

**7/1/2014**

\*\* Signature of Reporting Person

Date

**Liping Fan**

**7/1/2014**

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\*\* Signature of Reporting Person

Date

**John R. Ball, Director of Steamboat Ventures GP V, Ltd., GP of Steamboat Ventures Manager V, L.P.**

**7/1/2014**

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\*\* 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.**

**7/1/2014**

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\*\* 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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