

FORM 4

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person * Woodman Nicholas (Last) (First) (Middle) 3000 CLEARVIEW WAY (Street) SAN MATEO, CA 94402 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GoPro, Inc. [GPRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Chairman of the Board
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/3/2016</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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			

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				
Class B Common Stock	(1)	2/25/2016		G	V		19200	(1)	(1)	Class A Common Stock	19200	\$0.00	32666309 (2)	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (3)
Class B Common Stock	(1)	2/5/2016		G (4)	V		1474623	(1)	(1)	Class A Common Stock	1474623	\$0.00	0 (4)	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1474623		1474623 (4)	I	By spouse's GRAT
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	1474623		1474623 (4)	I	By GRAT
Restricted Stock Unit	(5)	3/3/2016		M			83334	(6)	6/1/2024	Class B Common Stock	83334	\$0.00	1250000	D	
Class B Common Stock	(1)	3/3/2016		M			83334	(1)	(1)	Class A Common Stock	83334	\$0.00	83334	D	

Explanation of Responses:

- (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.
- (Also reflects a reduction of 1,500,000 shares in the number of shares of Issuer Class B Common Stock beneficially owned indirectly by the Reporting Person through The Woodman Family Trust under Trust Agreement dated March 11, 2011. Such shares were returned to the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13).

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3) Mr. Woodman and spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- (
4) After the change in form of beneficial ownership described in footnote 2, the Reporting Person directly held 2,949,246 shares of Class B Common Stock. On February 5, 2016, all these shares were contributed to grantor retained annuity trusts ("GRATs"): 1,474,623 shares were contributed to a GRAT for the Reporting Person (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13) and 1,474,623 shares were contributed to a GRAT for the Reporting Person's spouse (a gift exempt from Section 16 under Rule 16b-5). The Reporting Person is the sole trustee of each GRAT. Accordingly, all such shares are now reported as indirectly owned by the Reporting Person through such GRATs.
- (
5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.
- (
6) The restricted stock unit grant covered 4,500,000 shares which vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. The second and third tranches, each consisting of 1,500,000 shares, vested and settled on January 22, 2015 with respect to 583,332 shares and thereafter 1/36th of the total shares from each tranche shall vest monthly starting on February 3, 2015, as long as the Reporting Person provides continuous service to the Issuer.

Remarks:

No shares were sold in transactions covered by this report.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodman Nicholas 3000 CLEARVIEW WAY SAN MATEO, CA 94402	X	X	CEO, Chairman of the Board	
Woodman Family Trust under Trust Agreement dated March 11, 2011 3000 CLEARVIEW WAY SAN MATEO, CA 94402		X		

Signatures

Eve T. Saltman, Attorney-in-Fact for Nicholas Woodman

3/3/2016

--Signature of Reporting Person

Date

Eve T. Saltman, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011

3/3/2016

--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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