

## INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
<b>Woodman Nicholas</b>			<b>6/25/2014</b>		<b>GoPro, Inc. [GPRO]</b>		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<b>3000 CLEARVIEW WAY</b>			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO, Chairman of the Board /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN MATEO, CA 94402</b>					<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Class B Common Stock</b>	<u>(1)</u>	<u>(1)</u>	<b>Class A Common Stock</b>	<b>56593496</b>	<u>(1)</u>	<b>I</b>	<b>By The Woodman Family Trust under Trust Agreement dated March 11, 2011</b> <u>(2)</u>
<b>Restricted Stock Unit</b> <u>(3)</u>	<u>(4)</u>	<b>6/1/2024</b>	<b>Class B Common Stock</b> <u>(1)</u>	<b>3000000</b>	<b>\$0.00</b>	<b>D</b>	

#### 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 certain transfers of such shares.
- ( The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- ( Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.
- ( The restricted stock unit grant of 4,500,000 shares shall vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. The second tranche consisting of 1,500,000 shares shall vest monthly from June 3, 2014 over three years of continuous service upon the Issuer's Class A Common Stock having a 30 consecutive day average closing price per share equal to or greater than \$34.03, with such 30 consecutive day period beginning no earlier than 181 days following the Issuer's Initial Public Offering ("IPO"). The third tranche consisting of 1,500,000 shares shall vest monthly from June 3, 2014 over three years of continuous service upon the Issuer's Class A Common Stock having a 30 day consecutive day average closing price per share equal to or greater than \$44.24, with such 30 consecutive day period beginning no earlier than 181 days following the IPO.

**Remarks:**

Exhibit 24 - Power of Attorney for Nicholas Woodman

Exhibit 24 - Power of Attorney for The Woodman Family Trust under Trust Agreement dated March 11, 2011

**Reporting Owners**

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

**Signatures**

**Eve Saltman, Attorney-in-Fact for Nicholas Woodman**

**6/25/2014**

**\*\***Signature of Reporting Person

Date

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

**6/25/2014**

**\*\***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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of GoPro, Inc. (the "Company"), hereby constitutes and appoints Sharon Zezima and Eve Saltman, the undersigned's true and lawful attorneys-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(3) do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys- he undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of May 28, 2014.

*/s/ Nicholas Woodman  
Nicholas Woodman*

## POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of GoPro, Inc. (the "Company"), hereby constitutes and appoints Sharon Zezima and Eve Saltman, the undersigned's true and lawful attorneys-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(3) do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other person or agency as the attorneys- he undersigned hereby ratifies and confirms all that said attorneys-in-fact and agent shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of June 20, 2014.

The Woodman Family Trust under Trust Agreement dated March 11, 2011

*By: /s/ Nicholas Woodman  
Nicholas Woodman, Co-Trustee*