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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

GOPRO, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

77-0629474
(I.R.S. Employer
Identification No.)

**3000 Clearview Way
San Mateo, CA 94402**
(Address of Principal Executive Offices) (Zip Code)

**2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan**
(Full Title of the Plans)

**Nicholas Woodman
Chief Executive Officer
GoPro, Inc.
3000 Clearview Way
San Mateo, CA 94402**
(Name and Address of Agent For Service)

(650) 332-7600
(Telephone Number, including area code, of agent for service)

Copies to:

**Sharon Zezima, Esq.
GoPro, Inc.
3000 Clearview Way
San Mateo, CA 94402
(650) 332-7600**

**Dan Winnike, Esq.
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.0001 par value per share	4,757,202(2)	\$45.23(4)	\$215,168,247(4)	\$25,003(4)
Class A Common Stock, \$0.0001 par value per share	1,585,734(3)	\$38.45(4)	\$60,971,473(4)	\$7,085(4)
TOTAL	6,342,936			\$32,088

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A Common Stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration that increases the number of the outstanding shares of the Registrant’s Class A Common Stock.
- (2) Represents an automatic increase to the number of shares available for issuance under the 2014 Equity Incentive Plan effective January 1, 2015.
- (3) Represents an automatic increase to the number of shares available for issuance under the 2014 Employee Stock Purchase Plan effective January 1, 2015.
- (4) Calculated solely for the purposes of this offering under Rules 457(c) and (h) of the Securities Act on the basis of the average of the high and low prices of the Registrant’s Class A Common Stock as reported on the NASDAQ Global Select Market on February 13, 2015. In the case of the 2014 Employee Stock Purchase Plan, this amount is multiplied by 85%, which amount is the percentage of the price per share applicable to purchases under the 2014 Employee Stock Purchase Plan.

REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E

Pursuant to General Instruction E of Form S-8, GoPro, Inc. (the “*Registrant*”) is filing this Registration Statement with the Securities and Exchange Commission (the “*Commission*”) to register 6,342,936 additional shares of Class A Common Stock under the Registrant’s 2014 Equity Incentive Plan (the “*EIP*”) and under the Registrant’s 2014 Employee Stock Purchase Plan (the “*ESPP*”) and together with the EIP, the “*Plans*”), pursuant to the provisions of the Plans providing for an automatic increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant’s registration statement on Form S-8 filed with the Commission on June 26, 2014 (Registration No. 333-197033). In accordance with the instructional note to Part I of Form S-8 as promulgated by the Commission, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the Commission on February 20, 2015 pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**");
- (b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and
- (c) the description of the Registrant's Class A common stock contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-36514) filed with the Commission on June 20, 2014, including any amendments or reports filed for the purpose of updating such description.

All reports and definitive proxy or information statements filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents, except as to documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 5. Interests of Named Experts and Counsel.

Fenwick & West LLP, Mountain View, California, will pass upon the validity of the issuance of the shares of Registrant's Class A Common Stock offered hereby. Fenwick & West LLP and certain attorneys at the firm beneficially own an aggregate of 9,909 shares of the Registrant's Class A and/or Class B Common Stock.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
4.01	Restated Certificate of Incorporation of the Registrant, as currently in effect.	S-1	333-200038	3.01	November 10, 2014	
4.02	Amended and Bylaws of the Registrant, as currently in effect.	S-1	333-200038	3.02	November 10, 2014	
4.03	Form of Registrant's Class A common stock certificate.	S-1	333-196083	4.01	May 19, 2014	
4.04	2014 Equity Incentive Plan and forms thereunder.	S-1	333-196083	10.03	June 11, 2014	
4.05	2014 Employee Stock Purchase Plan and forms thereunder.	S-1	333-196083	10.04	June 11, 2014	

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5.01	Opinion and Consent of Fenwick & West LLP.					X
23.01	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
23.02	Consent of Fenwick & West LLP (included in Exhibit 5.01).					X
24.01	Power of Attorney (included on signature page).					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, GoPro, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Mateo, State of California, on this 20th day of February, 2015.

GoPro, Inc.

By: /s/ Nicholas Woodman
Nicholas Woodman
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of GoPro, Inc., a Delaware corporation, do hereby constitute and appoint Nicholas Woodman and Jack Lazar, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

	<u>Name</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ Nicholas Woodman</u> Nicholas Woodman	Chief Executive Officer, Chairman and Director (Principal Executive Officer)	February 20, 2015
By:	<u>/s/ Jack Lazar</u> Jack Lazar	Chief Financial Officer (Principal Financial and Accounting Officer)	February 20, 2015
By:	<u>/s/ Anthony Bates</u> Anthony Bates	President and Director	February 20, 2015
By:	<u>/s/ Michael Marks</u> Michael Marks	Director	February 20, 2015
By:	<u>/s/ Edward Gilhuly</u> Edward Gilhuly	Director	February 20, 2015
By:	<u>/s/ Kenneth Goldman</u> Kenneth Goldman	Director	February 20, 2015
By:	<u>/s/ Peter Gotcher</u> Peter Gotcher	Director	February 20, 2015

EXHIBIT INDEX

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February 20, 2015

GoPro, Inc.
3000 Clearview Way
San Mateo, CA 94402

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the “**Registration Statement**”) to be filed by GoPro, Inc., a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on or about February 20, 2015 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 6,342,936 shares (the “**Shares**”) of the Company’s Class A Common Stock, \$0.0001 par value per share (the “**Class A Common Stock**”), subject to issuance by the Company (a) upon the exercise or settlement of awards granted under the Company’s 2014 Equity Incentive Plan (the “**2014 Plan**”) and (b) pursuant to purchase rights to acquire shares of Class A Common Stock to be granted under the Company’s 2014 Employee Stock Purchase Plan (the “**Purchase Plan**”) and, collectively with the 2014 Plan, the “**Plans**”).

In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) The Company’s initial Certificate of Incorporation filed with the Delaware Secretary of State on August 24, 2011 and certified by the Delaware Secretary of State on August 25, 2011, the initial Articles of Incorporation of the Company’s predecessor entity, Woodman Labs, Inc., filed with the California Secretary of State on February 17, 2004 and certified by the California Secretary of State on February 17, 2004, and the Certificate of Merger by which the Company reincorporated into Delaware, filed with the Delaware Secretary of State on December 9, 2011.
- (2) The Company’s Restated Certificate of Incorporation, filed with, and certified by, the Delaware Secretary of State on July 1, 2014 (the “**Restated Certificate**”).
- (3) The Company’s Amended and Restated Bylaws, certified by the Company’s Secretary on December 3, 2014 (the “**Bylaws**”).
- (4) The Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference.
- (5) The prospectuses prepared in connection with the Registration Statement (the “**Prospectuses**”).

- (6) The Plans and the related forms of agreements for use by the Company under the Plans which have been filed as exhibits to Amendment No. 1 to the Form S-1 registration statement of the Company filed with the Commission on November 17, 2014 (collectively, the “**Plan Agreements**”).
- (7) Minutes of meetings and/or actions by written consent of the Company’s Board of Directors and stockholders provided to us by the Company at which, or pursuant to which: (i) the Restated Certificate and the Bylaws were approved, (ii) the filing of the Registration Statement was approved and the Plans, including any amendments thereof and the reservation of the Shares for sale and issuance pursuant to the Plans and the sale and issuance of the Shares pursuant to the Plans, was adopted and approved.
- (8) The stock records for the Company that the Company has provided to us (consisting of a certificate from the Company’s transfer agent of even date herewith verifying the number of the Company’s issued and outstanding shares of capital stock as of February 18, 2015 and a list of option holders and restricted stock units respecting the Company’s capital stock and of any rights to purchase capital stock that was prepared by the Company and dated February 18, 2015 verifying and confirming the number of such issued and outstanding securities as of such date).
- (9) A Certificate of Good Standing issued by the Delaware Secretary of State dated February 18, 2015 stating that the Company is duly incorporated, in good standing and was in good standing under the laws of the State of Delaware as of such date (the “**Good Standing Certificate**”).
- (10) An Opinion Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the “**Opinion Certificate**”).

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to, and the absence of any extrinsic documents that would affect our interpretation of, any document reviewed by us and the due authorization, execution and delivery of all such documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof. The Company’s capital stock is uncertificated.

In rendering this opinion we have also assumed the current accuracy and completeness of the information obtained from the documents we reviewed and representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Opinion Certificate. We have made no independent investigation or other attempt to verify the

accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than the Delaware General Corporation Law and reported judicial decisions relating thereto. Without limitation, we express no opinion with respect to the federal laws of the United States of America or the securities or “blue sky” laws of any state.

With respect to our opinion expressed in paragraph 1 below as to the valid existence and good standing of the Company under the laws of the State of Delaware, we have relied solely upon the Good Standing Certificate and representations made to us by the Company. In connection with our opinion expressed in paragraph 2 below, we have assumed that, at or prior to the time of the delivery of any Shares, that there will not have occurred any amendment to the Plans, or any change in the law affecting the validity of the issuance of such Shares, or any subsequent amendment to the Company’s Restated Certificate or the Bylaws (other than to authorize sufficient additional shares of Class A Common Stock from time to time), and that the Company will have a sufficient number of authorized but unissued shares of Class A Common Stock to be able to issue and deliver all such Shares. In rendering the opinions below, we are opining only with respect to the specific legal issues expressly set forth in such numbered opinions, and we render no opinion, whether by implication, inference or otherwise, as to any other matter or matters.

This opinion letter is based upon the customary practice of lawyers who regularly give, and lawyers who regularly advise opinion recipients regarding, opinions of the kind set forth in this opinion letter, including customary practice as described in bar association reports.

Based upon the foregoing, we are of the following opinion:

(1) The Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and

(2) The 6,342,936 Shares of the Class A Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards granted or to be granted under the 2014 Plan and (b) pursuant to purchase rights to acquire shares of Class A Common Stock to be granted under the Purchase Plan, when issued, sold and delivered in accordance with the applicable Plan Agreements, if any, to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and relevant Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

February 20, 2015

Page 4

This opinion is intended solely for use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered on, and speaks only as of, the date of this letter first written above and is based solely on our understanding of facts in existence as of such date. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 19, 2015 relating to the financial statements, which appears in GoPro, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2014.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 20, 2015