

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>GILHULY EDWARD A</b>  <small>(Last) (First) (Middle)</small>  <b>C/O SAGEVIEW CAPITAL LP, 245 LYTTON AVENUE, SUITE 250</b>  <small>(Street)</small>  <b>PALO ALTO, CA 94301</b>  <small>(City) (State) (Zip)</small>	<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>  <b>11/25/2014</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>
		<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	11/25/2014		C		618000	A	\$0.00	618000	I	By Sageview Capital Master, L.P. (1)
Class A Common Stock	11/25/2014		S		618000	D	\$72.375	0	I	By Sageview Capital Master, L.P. (1)
Class A Common Stock								790	D (2)	

**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				
Class B Common Stock	(3)	11/25/2014		C		618000	(3)	(3)	Class A Common Stock	618000	\$0.00	5695297	I	By Sageview Capital Master, L.P. (1)

**Explanation of Responses:**

(1) 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. Edward Gilhuly and Scott Stuart are managing members and controlling

persons of Sageview Capital MGP, LLC. As managing members of Sageview Capital MGP, LLC, Messrs. Gilhuly and Stuart may be deemed to share voting and investment power over these shares. Each of the Reporting Persons, other than Sageview Master, disclaim beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.

- (2) The Reporting Person is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. Edward A. 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.
- (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
GILHULY EDWARD A C/O SAGEVIEW CAPITAL LP 245 LYTTON AVENUE, SUITE 250 PALO ALTO, CA 94301	X	X		
SAGEVIEW CAPITAL MASTER, L.P.  C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 94301		X		
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
STUART SCOTT M C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

**Signatures**

**Eve T. Salman, Attorney-in-Fact for Edward A. Gilhuly**

**11/26/2014**

\*\* Signature of Reporting Person

Date

**Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President**

**11/25/2014**

\*\* Signature of Reporting Person

Date

**Sageview Capital MGP, LLC, its General Partner, Dino Verardo, Vice President**

**11/25/2014**

\*\* Signature of Reporting Person

Date

**Dino Verardo, Vice President**

**11/25/2014**

\*\* Signature of Reporting Person

Date

**Dino Verardo, Vice President**

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**11/25/2014**

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\*\* Signature of Reporting Person

Date

**Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President**

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**11/25/2014**

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\*\* Signature of Reporting Person

Date

**Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President**

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**11/25/2014**

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\*\* Signature of Reporting Person

Date

**Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President**

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**11/25/2014**

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\*\* Signature of Reporting Person

Date

**Scott M. Stuart**

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**11/25/2014**

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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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