

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
GILHULY EDWARD A			GoPro, Inc. [GPRO]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			6/5/2015					
C/O SAGEVIEW CAPITAL LP, 245 LYTTON AVENUE, SUITE 250			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
PALO ALTO, CA 94301								
(City)			(State)			(Zip)		

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	6/5/2015		J (1)		3	A	\$0 (1)	3876	I	By Gilhuly Investment Partners LLC (1)
Class A Common Stock	6/8/2015		A (2)		673	A	\$0 (2)	1463	D (3)	
Class A Common Stock								2299417	I	By Sageview Capital Master, L.P. (4) (5)

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				
Non-Qualified Stock Option (right to buy)	\$59.40	6/8/2015		A		6049		(6)	6/7/2025	Class A Common Stock	6049	\$0	6049	D (7)	

Explanation of Responses:

- (1) Pro rata distribution from a limited partnership to Gilhuly Investment Partners LLC, of which Mr. Gilhuly is the Manager. Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- (2) Represents awards of restricted stock units that will vest 25% on each of September 8, 2015, December 8, 2015, March 8, 2016 and upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 8, 2016.
- (3) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. 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. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

- (4) 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. (con't in FN 5)
- (5) (con't from FN 4) Edward Gilhuly is a managing member and controlling person of Sageview Capital MGP, LLC. As a managing member of Sageview Capital MGP, LLC, Mr. Gilhuly may be deemed to share voting and investment power over these shares. Mr. Gilhuly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- (6) The option vests as follows: 100% of the shares will vest upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 8, 2016.
- (7) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These options were issued to Mr. 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. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

Remarks:

No shares were sold in transactions covered by this report.

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			

Signatures

/s/ Edward A. Gilhuly

6/9/2015

** 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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