

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) Other (specify below) CEO, Chairman of the Board
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/3/2014</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				
Restricted Stock Unit	(1)	6/3/2014		A		4500000		(2)	6/1/2024	Class B Common Stock (3)	4500000	\$0.00	4500000	D	
Restricted Stock Unit	(1)	6/3/2014		M		1500000		(2)	6/1/2024	Class B Common Stock (3)	1500000	\$0.00	3000000	D	
Class B Common Stock	(3)	6/3/2014		M		1500000		(3)	(3)	Class A Common Stock	1500000	\$0.00	1500000	D	
Class B Common Stock	(3)	6/20/2014		G (4)		1500000		(3)	(3)	Class A Common Stock	1500000	\$0.00	0	D	
Class B Common Stock	(3)	6/20/2014		G (4)		1500000		(3)	(3)	Class A Common Stock	1500000	\$0.00	56600496	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (5)
Class B Common Stock	(3)	6/20/2014		D (6)		7000		(3)	(3)	Class A Common Stock	7000	\$0.00	56593496	I	By The Woodman Family Trust under Trust Agreement

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				
															dated March 11, 2011 (5)
Class B Common Stock	(3)	6/25/2014		D (6)		658443		(3)	(3)	Class A Common Stock	658443	\$0.00	55935053	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 (5)

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (2) 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.
- (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 certain transfers of such shares.
- (4) This transaction involved a gift of securities held directly by the Reporting Person to the Woodman Family Trust.
- (5) The Reporting Person and his spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- (6) In a transaction that was exempt under Rule 16(b)-3(e), the shares were contributed to the Issuer without consideration per the terms of a Contribution Agreement whereby the Reporting Person agreed to contribute an equal number of shares of Class B Common Stock in connection with the exercise of stock options held by a certain employee of the Issuer.

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 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 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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