

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

### 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><br><br><b>MARKS MICHAEL E</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>C/O RW CAMERA HOLDINGS, LLC, 70 WILLOW ROAD, SUITE 100</b><br><br><small>(Street)</small><br><br><b>MENLO PARK, CA 94025</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>GoPro, Inc. [ GPRO ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p style="text-align: center;"><b>12/3/2014</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float: right;"><input checked="" type="checkbox"/> 10% Owner</span><br><input type="checkbox"/> Officer (give title below) <span style="float: right;"><input type="checkbox"/> Other (specify below)</span> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input type="checkbox"/> Form filed by One Reporting Person<br><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            | 12/3/2014      |                                   | C                         |   | 332572  | A          | \$0.00   | 332572  | I  | By RW Camera Holdings LLC (1)                         |
| Class A Common Stock            | 12/3/2014      |                                   | S                         |   | 332572  | D          | \$72.375 | 0   | I  | By RW Camera Holdings LLC (1)                         |
| Class A Common Stock            |                |                                   |                           |   |   |            |          | 889   | 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 | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |   |  |  |
| Class B Common Stock                     | (3)  | 12/3/2014      |                                   | C                         |   | 332572   |     | (3)                                     | (3)             | Class A Common Stock  | 332572                     | \$0.00                                     | 14744949  | I  | By RW Camera Holdings LLC (1)                          |

**Explanation of Responses:**

- (1) Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood Capital L.P. The Reporting Person is Chief Executive Officer and Director of Riverwood Capital GP Ltd. and may be deemed to have shared voting and investment power over these shares.
- (2) The Reporting Person is a managing and control person of Riverwood Capital Management L.P. ("Riverwood Capital"). These shares were issued to Mr. Michael E. Marks as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with

Riverwood Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Riverwood 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 |
| MARKS MICHAEL E<br>C/O RW CAMERA HOLDINGS, LLC<br>70 WILLOW ROAD, SUITE 100<br>MENLO PARK, CA 94025 | X             | X         |         |       |
| RW Camera Holdings LLC<br>70 WILLOW ROAD, SUITE 100<br>MENLO PARK, CA 94025                         |               | X         |         |       |

**Signatures**

Eve T. Saltman, Attorney-in-Fact for Michael E. Marks

12/4/2014

\*\* Signature of Reporting Person

Date

Jeffrey T. Parks, Managing Director

12/3/2014

\*\* 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.

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.