

GoPro, Inc.

Form 3

January 31, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Prober Charles J.

(Last) (First) (Middle)

3000 CLEARVIEW WAY

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/25/2017

3. Issuer Name and Ticker or Trading Symbol
GoPro, Inc. [GPRO]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Operating Officer

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

55,047 ⁽¹⁾

D

A

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expirable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|----------------------------|--------|----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 06/02/2024 | Class B Common Stock | 16,302 | \$ 18.4 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 06/02/2024 | Class B Common Stock | 86,823 | \$ 18.4 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 02/08/2025 | Class A Common Stock | 12,879 | \$ 44.48 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 02/10/2026 | Class A Common Stock | 66,116 | \$ 10.17 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 03/03/2026 | Class A Common Stock | 41,118 | \$ 13.36 | D | Â |
| Class B Common Stock | Â (5) | Â (5) | Class A Common Stock | 5,434 | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Prober Charles J. 3000 CLEARVIEW WAY SAN MATEO, CA 94402 | Â | Â | Â Chief Operating Officer | Â |

Signatures

Eve T. Saltman, Attorney-in-Fact for Charles J. Prober 01/31/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Includes awards of restricted stock units (RSUs), each of which vest in 4 equal annual installments beginning on February 15, 2016 and (1) February 15, 2017, subject to the Reporting Person's continuous service. The RSUs were granted on various dates between February 9, 2015 and March 4, 2016.

When both ISO and NQ Stock Options granted on June 3, 2014 are combined, they vest over a four year period as follows: 25% of the (2) underlying shares vested on June 2, 2015, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

(3) The option shall vest over a four year period as follows: 25% of the underlying shares vested on February 9, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

(4)

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The option shall vest over a four year period as follows: 25% of the underlying shares shall vest on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

- (5) 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.

Â

Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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