

GoPro, Inc.
Form 4
February 20, 2015

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, 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 *
GILHULY EDWARD A

(Last) (First) (Middle)

**C/O SAGEVIEW CAPITAL LP, 245
LYTTON AVENUE, SUITE 250**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GoPro, Inc. [GPRO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock	02/18/2015		C	1,000,000	A \$ 0	1,000,000	I	By Sageview Capital Master, L.P. (1)
Class A Common Stock	02/18/2015		S	202,002	D \$ 47.0957 (2)	797,998	I	By Sageview Capital Master, L.P. (1)
Class A Common	02/18/2015		S	247,998	D \$ 47.5656	550,000	I	By Sageview

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Stock									(3)	Capital Master, L.P. (1)
Class A Common Stock	02/19/2015	S	165,754	D	\$ 45.3698	384,246	I	(4)		By Sageview Capital Master, L.P. (1)
Class A Common Stock	02/19/2015	S	84,246	D	\$ 46.0953	300,000	I	(5)		By Sageview Capital Master, L.P. (1)
Class A Common Stock	02/20/2015	S	208,806	D	\$ 44.7918	91,194	I	(6)		By Sageview Capital Master, L.P. (1)
Class A Common Stock	02/20/2015	S	91,194	D	\$ 45.2372	0	I	(7)		By Sageview Capital Master, L.P. (1)
Class A Common Stock						790	D	(8)		

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(9)	02/18/2015		C	1,000,000	(9)	(9)	Class A Common Stock	1,000,000

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

02/20/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- 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 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.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.47 to \$47.24, inclusive. The reporting person undertakes to provide to GoPro, Inc., any security holder of GoPro, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3), (4), (5), (6) and (7) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.25 to \$48.21, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.99, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 to \$46.43, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.01 to \$45.81, inclusive.
- (7) 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.
- (8) 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

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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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.