

GoPro, Inc.
Form 3
June 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Richardson Nina
(Last) (First) (Middle)

3000 CLEARVIEW WAY

(Street)

SAN MATEO, CA 94402

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/25/2014

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
____X____ 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)
____X____ 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)

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 Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Incentive Stock Option (right to buy)	Â ⁽¹⁾	02/18/2023	Class B Common Stock ⁽²⁾	29,152	\$ 13.72	D	Â
Non-Qualified Stock Option (right to buy)	Â ⁽¹⁾	02/18/2023	Class B Common Stock ⁽²⁾	420,848	\$ 13.72	D	Â
Restricted Stock Unit ⁽³⁾	Â ⁽⁴⁾	01/28/2024	Class B Common Stock ⁽²⁾	100,000	\$ 0	D	Â
Restricted Stock Unit ⁽³⁾	Â ⁽⁵⁾	01/28/2024	Class B Common Stock ⁽²⁾	100,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richardson Nina 3000 CLEARVIEW WAY SAN MATEO, CA 94402	Â	Â	Â Chief Operating Officer	Â

Signatures

Sharon Zezima, Attorney-in-Fact for Nina Richardson 06/25/2014

__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).

(1) When both ISO and NQ Stock Options granted on February 19, 2013 are combined, they vest over four years of continuous service as follows: 25% of the underlying shares vest on February 12, 2014 and 1/48 of the underlying shares vest monthly thereafter, subject to the Reporting Person's continuous service.

(2) 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.

(3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Class B Common Stock.

(4) 25% of the underlying shares vest on January 29, 2015, and 25% of the underlying shares vest on each one year anniversary thereafter, subject to the Reporting Person's continuous service.

(5) 50% of the underlying shares vest on January 29, 2018, and 50% of the underlying shares vest on January 29, 2019, subject to the Reporting Person's continuous service.

Â

Remarks:

Exhibit 24 - Power of 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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