

GoPro, Inc.
Form 4
June 09, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
06/05/2015

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Stock | 06/05/2015 | | J ⁽¹⁾ | 3 | A | \$ 0 <u>(1)</u> | 3,876 | I | By Gilhuly Investment Partners LLC <u>(1)</u> |
| Class A Common Stock | 06/08/2015 | | A ⁽²⁾ | 673 | A | \$ 0 <u>(2)</u> | 1,463 | D ⁽³⁾ | |
| Class A Common Stock | | | | | | | 2,299,417 | I | By Sageview Capital Master, L.P. <u>(4)</u> <u>(5)</u> |

Edgar Filing: GoPro, Inc. - Form 4

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 59.4 | 06/08/2015 | | A | 6,049 | (6) 06/07/2025 | Class A Common Stock | 6,049 |

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

06/09/2015

**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).

(1) Pro rata distribution from a limited partnership to Gilhuly Investment Partners LLC, of which Mr. Gilhuly is the Manager. 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, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

(2)

Edgar Filing: GoPro, Inc. - Form 4

Represents awards of restricted stock units that will vest 25% on each of September 8, 2015, December 8, 2015, March 8, 2016 and upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 8, 2016.

- (3) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. 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. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

- (4) 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. (con't in FN 5)

- (5) (con't from FN 4) 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, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.
- (6) The option vests as follows: 100% of the shares will vest upon the earlier of (i) the date of the Issuer's annual stockholder meeting or (ii) June 8, 2016.

- (7) Mr. Gilhuly is a managing and control person of Sageview Capital LP ("Sageview Capital"). These options were issued to Mr. 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. Mr. Gilhuly disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

Remarks:

No shares were sold in transactions covered by this report.

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.