GoPro, Inc. Form 4 November 26, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Estimated average response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARKS MICHAEL E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) GoPro, Inc. [GPRO] 3. Date of Earliest Transaction

(Check all applicable)

C/O RW CAMERA HOLDINGS. LLC, 70 WILLOW ROAD, SUITE (Month/Day/Year) 11/25/2014

_X__ Director X__ 10% Owner Officer (give title _ Other (specify

100

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	curiti	es Acquire	d, Disposed of, o	r Beneficially	y 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 and Disposed of (Instr. 3, 4 and Amount	D)	red (A) or	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)
Class A Common Stock	11/25/2014		С		A	\$ 0	1,627,400	I	By RW Camera Holdings LLC (1)
Class A Common Stock	11/25/2014		S	1,627,400	D	\$ 72.375	0	I	By RW Camera Holdings LLC (1)
Class A Common Stock							889	D (2)	

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

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		erivative Expiration Date ecurities (Month/Day/Year) cquired (A) or isposed of (D)		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	<u>(3)</u>	11/25/2014		C		1,627,400	(3)	(3)	Class A Common Stock	1,627,40

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
MARKS MICHAEL E C/O RW CAMERA HOLDINGS, LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025	X	X				
RW Camera Holdings LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025		X				

Signatures

Eve T. Saltman, Attorney-in-Fact for Michael E.	11/26/2014
Marks	11/20/2014

**Signature of Reporting Person Date

Jeffrey T. Parks, Managing Director

**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).

Riverwood Capital L.P. is the manager of RW Camera Holdings LLC and Riverwood Capital GP Ltd. is the general partner of Riverwood (1) 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.

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- 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.
- 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.

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.