

GoPro, Inc.
Form 3
June 25, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated 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 *

Â Dan Neil

(Last) (First) (Middle)

3000 CLEARVIEW WAY

(Street)

SAN MATEO,Â CAÂ 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 ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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 Exercisable Expiration 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)

Edgar Filing: GoPro, Inc. - Form 3

Incentive Stock Option (right to buy)	Â (1)	06/28/2021	Class B Common Stock (2)	124,004	\$ 0.7633	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	06/28/2021	Class B Common Stock (2)	6,453,423	\$ 0.7633	D	Â
Restricted Stock Unit (3)	Â (4)	12/21/2021	Class B Common Stock (2)	270,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dan Neil 3000 CLEARVIEW WAY SAN MATEO, CA 94402	Â	Â X	Â	Â

Signatures

Sharon Zezima, Attorney-in-Fact for
Neil Dana 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) Fully vested on June 29, 2011.

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

(2) 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) 100% of the underlying shares vest on the date of an Acquisition, 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.

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.