

GoPro, Inc.
Form 5
February 13, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Foxconn (Far East) Ltd.

(Last) (First) (Middle)

NO 2 ZIYOU STREET, TUCHENG DISTRICT

(Street)

NEW TAIPEI, F5 23678

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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 Reporting

(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) | (A) or (D) | Amount | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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 | 07/01/2014 | | C4 | 1,053,493 | A | \$ 0 | 1,053,493 | I (1) | By Subsidiary | |
| Class A Common Stock | 07/01/2014 | | S4 | 1,053,493 | D | \$ 22.56 | 0 | I (1) | By Subsidiary | |
| Class A Common | 11/25/2014 | | C4 | 1,030,000 | A | \$ 0 | 1,030,000 | I (1) | By Subsidiary | |

Stock

| | | | | | | | | | |
|----------------------------|------------|---|----|-----------|---|--------------|---------|------------------|------------------|
| Class A Common Stock | 11/25/2014 | Â | S4 | 1,030,000 | D | \$ 72.375 | 0 | I ⁽¹⁾ | By Subsidiary |
| Class A Common Stock | 12/03/2014 | Â | C4 | 211,354 | A | \$ 0 | 211,354 | I ⁽¹⁾ | By Subsidiary |
| Class A Common Stock | 12/03/2014 | Â | S4 | 211,354 | D | \$ 72.375 | 0 | I ⁽¹⁾ | By Subsidiary |

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

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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) | |
|---|--|---|---|--------------------------------------|--|-----------|--|--------------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Class B Common Stock | Â | 07/01/2014 | Â | C4 | Â | 1,053,493 | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 1,053,493 |
| Class B Common Stock | Â | 11/25/2014 | Â | C4 | Â | 1,030,000 | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 1,030,000 |
| Class B Common Stock | Â | 12/03/2014 | Â | C4 | Â | 211,354 | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 211,354 |
| Class B Common Stock | Â | Â | Â | 3 | Â | Â | Â ⁽²⁾ | Â ⁽²⁾ | Class A Common Stock | 11,700 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Foxconn (Far East) Ltd. NO 2 ZIYOU STREET TUCHENG DISTRICT | Â | Â X | Â | Â |

NEW TAIPEI, F5 23678

Hon Hai Precision Ind. Co., Ltd.

NO. 2 ZIYOU ST. TUCHENG DISTRICT X X X X

NEW TAIPEI, F5 23678

Signatures

/s/ Chiu-Lian Yu Huang, Foxconn (Far East) Ltd. 02/13/2015

**Signature of Reporting Person Date

/s/ Teh-Tsai Huang, Hon Hai Precision Ind. Co., Ltd. 02/13/2015

**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) Owned directly by Foxteq Holdings Inc. ("Foxteq") and indirectly by (i) Foxconn (Far East) Ltd. ("Foxconn"), which is the manager of Foxteq, and (ii) Hon Hai Precision Ind. Co., Ltd. ("Hon Hai"), which is the manager of Foxconn. Previous filings on Form 3 and Forms 4 by Foxteq disclosed this holding and these transactions and the relationship of Foxconn and Hon Hai with Foxteq but did not include Foxconn or Hon Hai as Reporting Owners.

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.
 - (2) Foxconn and Hon Hai indirectly owned 11,709,327 shares of Class B Common Stock on June 25, 2014, the date that the Issuer's initial registration statement was declared effective.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.