

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GILHULY EDWARD A</p> <p>(Last) (First) (Middle)</p> <p>C/O SAGEVIEW CAPITAL LP,Â 245 LYTTON AVENUE, SUITE 250</p> <p>(Street)</p> <p>PALO ALTO,Â CAÂ 94301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/25/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GoPro, Inc. [GPRO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Series A Convertible Preferred Stock	Â (1)	Â (1)	Class B Common Stock (2)	6,937,464	\$ (1)	or Indirect (I) (Instr. 5)	I	By Sageview Capital Master, L.P. (3)
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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	Â X	Â X	Â	Â
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
STUART SCOTT M C/O SAGEVIEW CAPITAL LP	Â	Â X	Â	Â

55 RAILROAD AVENUE
GREENWICH, CT 06830

Signatures

Eve Saltman, Attorney-in-Fact for Edward A. Gilhuly	06/25/2014
**Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Sageview Capital MGP, LLC, its General Partner, Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Dino Verardo, Vice President	06/25/2014
**Signature of Reporting Person	Date
Scott M. Stuart	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) The Series A Convertible Preferred Stock shall automatically convert into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- 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.
- 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 sole shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview Master. Sageview A,
- (3) 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. Edward A. Gilhuly, the Reporting Person, and Scott M. Stuart are managing members and controlling persons of Sageview Capital MGP, LLC. As a managing member of Sageview Capital MGP, LLC, the Reporting Person may be deemed to share voting and invested power over these shares.

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Remarks:

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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.