

GoPro, Inc.
Form 4
July 01, 2014

FORM 4

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

OMB APPROVAL

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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 *
Steamboat Ventures GP V, Ltd.

(Last) (First) (Middle)

C/O CAMPBELLS CORPORATE SERVICES LIMITED, FLOOR 4, WILLOW HOUSE, CRICKET SQUARE

(Street)

GRAND CAYMAN, E9 KY1-1104

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/01/2014		C		312,084	A	\$ 0	312,084	I	By Steamboat Ventures V, L.P. (1)
Class A Common Stock	07/01/2014		S		312,084	D	\$ 22.56	0	I	By Steamboat Ventures V, L.P. (1)

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

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(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 Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series A Convertible Preferred Stock	(2)	07/01/2014		C		3,468,731	(2)	(2)	Class B Common Stock (3)
Class B Common Stock	(3)	07/01/2014		C	3,468,731		(3)	(3)	Class A Common Stock
Class B Common Stock	(3)	07/01/2014		C		312,084	(3)	(3)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steamboat Ventures GP V, Ltd. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN, E9 KY1-1104		X		
Ball John R. C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN, E9 KY1-1104		X		
Fan Liping C/O CAMPBELLS CORPORATE SERVICES LIMITED FLOOR 4, WILLOW HOUSE, CRICKET SQUARE GRAND CAYMAN, E9 KY1-1104		X		
Steamboat Ventures Manager V, L.P.		X		

C/O CAMPBELLS CORPORATE SERVICES LIMITED
 FLOOR 4, WILLOW HOUSE, CRICKET SQUARE
 GRAND CAYMAN, E9 KY1-1104

Steamboat Ventures V, L.P.

C/O CAMPBELLS CORPORATE SERVICES LIMITED
 FLOOR 4, WILLOW HOUSE, CRICKET SQUARE
 GRAND CAYMAN, E9 KY1-1104

X

Signatures

John R. Ball, Director of Steamboat Ventures GP V, Ltd.	07/01/2014
__Signature of Reporting Person	Date
John R. Ball	07/01/2014
__Signature of Reporting Person	Date
Liping Fan	07/01/2014
__Signature of Reporting Person	Date
John R. Ball, Director of Steamboat Ventures GP V, Ltd., GP of Steamboat Ventures Manager V, L.P.	07/01/2014
__Signature of Reporting Person	Date
John R. Ball, Director of Steamboat Ventures GP V, Ltd., GP of Steamboat Ventures Manager V, L.P., GP of Steamboat Ventures V, L.P.	07/01/2014
__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) Shares held directly by Steamboat Ventures V, L.P. ("Fund V"). Steamboat Ventures GP V, Ltd. (the general partner of Steamboat Ventures Manager V, L.P., which serves as the general partner of Fund V) and John R. Ball and Liping Fan (the directors of Steamboat Ventures GP V, Ltd.) may be deemed to share voting and dispositive power over the shares held by Fund V. Such persons and entities disclaim beneficial ownership of shares held by Fund except to the extent of any pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
 - (2) The Series A Convertible Preferred Stock automatically converted into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and had no expiration date.
 - (3) 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.