

Woodman Nicholas
 Form 4
 March 04, 2019

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 *
 Woodman Nicholas

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2019

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

CEO, Chairman of the Board

3000 CLEARVIEW WAY

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94402

(City) (State) (Zip)

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	02/28/2019		C		739,949	A	\$ 0	739,949	I	By The Woodman Family Trust under Trust Agreement dated March 11, 2011 ⁽¹⁾
Class A Common Stock	02/28/2019		S		739,949 ⁽²⁾	D	\$ 5.8462 ⁽³⁾	0	I	By The Woodman Family

Class A Common Stock	03/01/2019	C	660,051	A	\$ 0	660,051	I	Trust under Trust Agreement dated March 11, 2011 ⁽¹⁾ By The Woodman Family Trust under Trust Agreement dated March 11, 2011 ⁽¹⁾ By The Woodman Family Trust under Trust Agreement dated March 11, 2011 ⁽¹⁾
Class A Common Stock	03/01/2019	S	660,051 ₍₂₎	D	\$ 6.0405 ₍₄₎	0	I	Trust under Trust Agreement dated March 11, 2011 ⁽¹⁾

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

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.

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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) (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(5)</u>	02/28/2019		C	739,949	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	739,949

Class B Common Stock	(5)	03/01/2019	C	660,051	(5)	(5)	Class A Common Stock	660,051
Class B Common Stock	(5)				(5)	(5)	Class A Common Stock	2,000,000
Class B Common Stock	(5)				(5)	(5)	Class A Common Stock	2,000,000
Class B Common Stock	(5)				(5)	(5)	Class A Common Stock	640,668
Class B Common Stock	(5)				(5)	(5)	Class A Common Stock	640,668

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodman Nicholas 3000 CLEARVIEW WAY SAN MATEO, CA 94402	X	X	CEO, Chairman of the Board	
Woodman Family Trust under Trust Agreement dated March 11, 2011 3000 CLEARVIEW WAY SAN MATEO, CA 94402				X

Signatures

Jason Stephen, Attorney-in-Fact for Nicholas Woodman	03/04/2019
__Signature of Reporting Person	Date
Jason Stephen, Attorney-in-Fact for The Woodman Family Trust under Trust Agreement dated March 11, 2011	03/04/2019
__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) Mr. Woodman and spouse are the co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.
- (2) The sale reported in this line item was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 31, 2018.

The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$5.7450 to \$6.21, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported is a weighted average price. These shares of Class A Common Stock were sold in multiple transactions at sales prices ranging from \$5.89 to \$6.10, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) 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.
- (5) Prior to June 20, 2018, the Reporting Person indirectly beneficially held 29,120,130 shares of Issuer Class B Common Stock through The Woodman Family Trust and 1,350,000 shares through each of his 2017 GRAT and his spouse's 2017 GRAT. On June 20, 2018, each of the two GRAT's distributed 709,332 shares to the Woodman Family Trust (a change of form of beneficial ownership without a change of pecuniary interest exempt from reporting under Rule 16a-13). The amounts reported reflect a corresponding increase of 1,418,664 shares in the number of shares of Issuer Class B Common Stock beneficially owned indirectly by the Reporting Person through The Woodman Family Trust and a decrease of 709,332 shares in the number of shares of such stock beneficially owned indirectly by the Reporting Person through each of his 2017 GRAT and his spouse's 2017 GRAT.
- (6)

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.