

GoPro, Inc.  
Form 8-K  
February 05, 2015

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 5, 2015

GOPRO, INC.  
(Exact name of registrant as specified in its charter)

|  |                                    |   |
|--|------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation)  | 001-36514<br>(Commission File No.) | 77-0629474<br>(I.R.S. Employer<br>Identification No.) |
| 3000 Clearview Way, San Mateo, California 94402<br>(Address of Principal Executive Offices) (Zip Code) |                                    |   |

Registrant's telephone number, including area code: (650) 332-7600

N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On February 5, 2015, GoPro, Inc. (the “Registrant”) issued a press release to report its financial results for its fourth quarter and full year ended December 31, 2014.

A copy of the press release is furnished as Exhibit 99.1 to this report.

The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to this or such filing. The information in this report, including the exhibit hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On February 2, 2015, Nina Richardson tendered her resignation as the Registrant's Chief Operating Officer effective as of February 27, 2015.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Description of Document   |
|----------------|---|
| 99.1           | Press Release of GoPro, Inc. dated February 5, 2015 to report its financial results for its fourth quarter and full year ended December 31, 2014. |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 5, 2015

GoPro, Inc.

By: /s/ Jack Lazar

Name: Jack Lazar

Title: Chief Financial Officer (Principal Financial Officer)

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EXHIBIT INDEX

| Exhibit<br>Number | Description of Document   |
|-------------------|---|
| 99.1              | Press Release of GoPro, Inc. dated February 5, 2015 to report its financial results for its fourth quarter and full year ended December 31, 2014. |