

GoPro, Inc.  
Form SC 13G/A  
February 08, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**GoPro, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$.0001 per share**

(Title of Class of Securities)

38268T 10 3

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 38268T 10 3

Names of Reporting Persons

1. I.R.S. Identification No. of  
Above Persons (Entities Only)

Nicholas Woodman

2. Check the Appropriate Box if a  
Member of a Group (See  
Instructions)  
(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of  
Organization

United States

5. Number of Sole Voting Power

4,108,644

Shares

Beneficially Shared Voting Power

Owned

32,666,309

by

7. Sole Dispositive Power

Each

4,108,644

8. Reporting Person

Shared Dispositive Power

With

32,666,309

9. Aggregate Amount  
Beneficially Owned by Each  
Reporting Person\*

36,774,953

10. Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions) ..

11. Percent of Class Represented  
by Amount in Row (9)\*\*\*

26.1%

12. Type of Reporting Person (See  
Instructions)

IN

\* See Item 4 below.

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CUSIP No. 38268T 10 3

Names of Reporting Persons

I.R.S. Identification No. of  
Above Persons (Entities Only)

1.

Woodman Family Trust under  
Trust Agreement dated March  
11, 2011

Check the Appropriate Box if a

2. Member of a Group (See  
Instructions)

(a)

(b)

SEC Use Only

3.

Citizenship or Place of  
4. Organization

California

Number of  
5. Sole Voting Power  
of

Shared Voting Power

Shares 6.

32,666,309

Beneficially

7. Sole Dispositive Power

Owned

by

Each

Shared Dispositive Power

8.  
Reporting

32,666,309

Person

With

9. Aggregate Amount

Beneficially Owned by Each

Reporting Person

32,666,309

10. Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions) ..

11. Percent of Class Represented  
by Amount in Row (9)\*\*\*

23.9%

12. Type of Reporting Person (See  
Instructions)

OO

\*See Item 4 below.

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**Item 1.**

Name of Issuer

(a)

GoPro, Inc.  
Address of Issuer's Principal Executive Offices

(b)

3000 Clearview Way  
  
San Mateo, CA 94402

**Item 2.**

Name of Person(s) Filing

(a)

Nicholas Woodman  
Address of Principal Business Office or, if none, Residence

(b) c/o GoPro, Inc.

3000 Clearview Way  
  
San Mateo, CA 94402  
Citizenship

(c)

United States  
Title of Class of Securities

(d)

Class A Common Stock, \$0.0001 per share  
CUSIP Number

(e)

38268T 10 3

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a), (b), and (c)

Reporting Persons	Number of Shares With Sole Voting and Dispositive Power	Number of Shares With Shared Voting and Dispositive Power	Aggregate	
			Number of Shares Beneficially Owned	Percentage of Class Beneficially Owned***
Nicholas Woodman	4,108,644*	32,666,309	36,774,953	26.1%
Woodman Family Trust under Trust Agreement dated March 11, 2011**	0	32,666,309	32,666,309	23.9%



Consists of 500,000 remaining restricted stock units granted to Mr. Woodman and 659,398 shares of Class B Common Stock as of December 31, 2016. The restricted stock unit grant covered 4,500,000 shares which vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. The second and third tranches, each consisting of 1,500,000 shares, vested and settled on January 22, 2015 with respect to 583,332 shares and thereafter 1/36th of the total shares from each tranche shall vest monthly starting on February 3, 2015, as long as the Reporting Person provides continuous service to the Issuer. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock. The Class B Common Stock is also convertible into Class A Common Stock on the same basis upon certain transfers, 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. Also includes 1,474,623 shares of Class B Common Stock held by each of the Reporting Person's GRAT and Jill R. Woodman's GRAT for which the Reporting Person is the sole trustee.

\*\* Mr. Woodman and his spouse, Jill R. Woodman, are co-trustees of The Woodman Family Trust under Trust Agreement dated March 11, 2011.

Based upon information contained in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 filed by the Issuer with the Securities and Exchange Commission on November 3, 2016 (103,968,889 shares of Class A Common Stock).

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.



**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2017

**/s/ Nicolas Woodman**

Nicholas Woodman

Woodman Family Trust under Trust Agreement dated March 11, 2011

**/s/ Nicholas Woodman**

Nicholas Woodman, Trustee

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