

GoPro, Inc.
Form 4
November 26, 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 *
GILHULY EDWARD A

(Last) (First) (Middle)

**C/O SAGEVIEW CAPITAL LP, 245
LYTTON AVENUE, SUITE 250**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person
 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	11/25/2014		C		618,000	A	\$ 0	618,000	I	By Sageview Capital Master, L.P. ⁽¹⁾
Class A Common Stock	11/25/2014		S		618,000	D	\$ 72.375	0	I	By Sageview Capital Master, L.P. ⁽¹⁾
Class A Common								790	D ⁽²⁾	

Stock

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) (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)	8. Amount or Number of Shares
Class B Common Stock	(3)	11/25/2014		C	618,000	(3) (3)	Class A Common Stock	618,000

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	X	X		
SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		
Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830		X		

Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	X
Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	X
Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 94301	X
Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	X
STUART SCOTT M C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830	X

Signatures

Eve T. Salman, Attorney-in-Fact for Edward A. Gilhuly	11/26/2014
__Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Sageview Capital MGP, LLC, its General Partner, Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date
Sageview Capital GenPar, Ltd., its General Partner, Dino Verardo, Vice President	11/25/2014
__Signature of Reporting Person	Date

Scott M. Stuart

11/25/2014

**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).

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 shareholders of Sageview Master. Sageview Capital GenPar, Ltd. ("Sageview Ltd") is the sole general partner of each of Sageview Master, Sageview A, 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 Gilhuly and Scott Stuart are managing members and controlling persons of Sageview Capital MGP, LLC. As managing members of Sageview Capital MGP, LLC, Messrs. Gilhuly and Stuart may be deemed to share voting and investment power over these shares. Each of the Reporting Persons, other than Sageview Master, disclaim beneficial ownership of the shares except to the extent of its pecuniary interest therein, if any.

(1) The Reporting Person is a managing and control person of Sageview Capital LP ("Sageview Capital"). These shares were issued to Mr. Edward A. Gilhuly as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Sageview Capital and certain related entities, the right to receive such shares will be transferred immediately after vesting to Sageview Capital.

(2) 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.

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