

GoPro, Inc.

Form 3

February 17, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Harris Jonathan

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/08/2017

3. Issuer Name and Ticker or Trading Symbol
GoPro, Inc. [GPRO]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

3000 CLEARVIEW WAY

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President of Sales

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 Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Class A Common Stock

160,167 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (2)	12/18/2020	Class B Common Stock	63,250	\$ 0.6567	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	02/08/2025	Class A Common Stock	37,011	\$ 44.48	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	02/10/2026	Class A Common Stock	123,967	\$ 10.17	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Jonathan 3000 CLEARVIEW WAY SAN MATEO, CA 94402	Â	Â	Â Senior Vice President of Sales	Â

Signatures

Eve T. Saltman, Attorney-in-Fact for Jonathan Harris 02/17/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of (i) shares held by JKH Community Property Trust of which Jonathan Harris and Kristin Harris are co-trustees, (ii) shares held by Mr. Harris and (iii) awards of restricted stock units (RSUs), each of which vest in 4 equal annual installments beginning on February 15, 2016 and February 15, 2017, subject to the Reporting Person's continuous service. The RSUs were granted on February 9, 2015 and February 11, 2016.
- (2) All shares are fully vested.
- (3) The option vests over a four year period as follows: 25% of the underlying shares vested on February 9, 2016, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.
- (4) The option vests over a four year period as follows: 25% of the underlying shares vested on February 11, 2017, and 1/48 of the shares vest monthly thereafter, subject to the Reporting Person's continuous service.

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.