

GoPro, Inc.
Form SC 13G
January 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.____)*

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, 2014

(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

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

1.

Nicholas Woodman

Check the Appropriate Box if a

2. Member of a Group (See
Instructions)

(a) ..

(b) ..

SEC Use Only

3.

Citizenship or Place of
Organization

4.

United States

Number Sole Voting Power
of 5.

3,000,000

Shares

Shared Voting Power

Beneficially

39,403,689

Owned

by Sole Dispositive Power

7.

Each 3,000,000

Reporting

Shared Dispositive Power

Person 8.

39,403,689

With

9. Aggregate Amount

Beneficially Owned by Each
Reporting Person*

42,403,689

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

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

44.9%

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
Organization

4.

California

Number of
5. Sole Voting Power
of

Shared Voting Power

Shares 6.

39,403,689

Beneficially

7. Sole Dispositive Power

Owned

by

Each

Shared Dispositive Power

8.
Reporting 39,403,689

Person

With

9.

Aggregate Amount
Beneficially Owned by Each
Reporting Person

39,403,689

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

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

43.1%

12. Type of Reporting Person (See
Instructions)

OO

*See Item 4 below.

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	Percentage of Class
Nicholas Woodman	3,000,000*	39,403,689	42,403,689	44.9%
Woodman Family Trust under Trust Agreement dated March 11, 0 2011**		39,403,689	39,403,689	43.1%

* Consists of 3,000,000 shares of Class B Common Stock that have been or may be issued in connection with restricted stock units (RSUs) granted to Mr. Woodman. Each RSU represents a contingent right to receive one share of the Issuer's Class B Common Stock. The RSUs vested and settled on January 22, 2015 with respect to 583,332 shares and 1/36th of the remaining 2,416,668 shares shall vest (and settle shortly thereafter) on the third day of each calendar month as long as Mr. Woodman 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 of such shares.

** 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 outstanding share information provided to the Reporting Persons by the Issuer as of December 31, 2014 (52,091,317 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: January 29, 2015

/s/ Nicolas Woodman

Nicholas Woodman

Woodman Family Trust under Trust Agreement dated March 11, 2011

/s/ Nicolas Woodman

Nicholas Woodman, Trustee

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