

GoPro, Inc.
Form SC 13G/A
February 10, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

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, 2015

(Date of Event Which Requires Filing of this Statement)

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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).

Page 1 of 7

CUSIP No. 38268T 10 3

Names of Reporting Persons

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

1.

Dean S. 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.

0

Shares

Shared Voting Power*

Beneficially

791,064

Owned

by Sole Dispositive Power

7.

Each 0

Reporting

Shared Dispositive Power*

8.

Person

791,064

With

9. Aggregate Amount Beneficially
Owned by Each Reporting
Person*

791,064

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

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

less than 1%

Type of Reporting Person (See
12. Instructions)

IN

*See Item 4 below.

CUSIP No. 38268T 10 3

Names of Reporting Persons

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

1.

Jane B. 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.

0

Shares

Shared Voting Power*

Beneficially

2,591,064

Owned

by Sole Dispositive Power

7.

Each 0

Reporting

Shared Dispositive Power*

8.

Person

2,591,064

With

9. Aggregate Amount Beneficially
Owned by Each Reporting
Person*

2,591,064

Check if the Aggregate Amount

10. in Row (9) Excludes Certain
Shares (See Instructions) "

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

11.

2.6%

Type of Reporting Person (See
Instructions)

12.

IN

* See Item 4 below.

CUSIP No. 38268T 10 3

Names of Reporting Persons

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

1.

The Woodman Trust

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 Sole Voting Power
of 5.

0

Shares

Shared Voting Power*

Beneficially

791,064

Owned

by Sole Dispositive Power

7.

Each 0

Reporting

Shared Dispositive Power*

8.

Person

791,064

With

9. Aggregate Amount Beneficially
Owned by Each Reporting
Person*

791,064

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

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

less than 1%

Type of Reporting Person (See
12. 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)

Dean S. Woodman, Jane B. Woodman and The Woodman Trust
Address of Principal Business Office or, if none, Residence

(b)

233 Mockingbird Trail

Palm Beach, Florida 33480
Citizenship

(c)

United States (Dean Woodman and Jane Woodman); California (The Woodman Trust)
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
			Beneficially Owned	Beneficially Owned***
Dean Woodman	0	791,064*	791,064	less than 1%
Jane Woodman	0	2,591,064 **	2,591,064	2.6%
The Woodman Trust	0	791,064	791,064	less than 1%

* Consists of 791,064 shares of Class A Common Stock held by The Woodman Trust with Dean and Jane Woodman, Trustees.

Consists of (a) of 791,064 shares of Class A Common Stock held by The Woodman Trust and (b) 1,800,000 shares ** of Class A Common Stock held by Mockingbird Trail, LLLP as of December 31, 2015. Jane Woodman is the general partner of Mockingbird Trail, LLLP.

*** Based upon outstanding share information provided to the Reporting Persons by the Issuer as of December 31, 2015 (100,595,575 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 x.

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 8, 2016

By: /s/ Dean S. Woodman

Name: Dean S. Woodman

By: /s/ Jane Woodman

Name: Jane Woodman

The Woodman Trust

By: /s/ Dean Woodman

Title: Dean Woodman, Trustee

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