

GoPro, Inc.
Form 8-K
June 12, 2015

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 8, 2015

GOPRO, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|---|
| Delaware | 001-36514 | 77-0629474 |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |
| 3000 Clearview Way, San Mateo, California 94402 | | |
| (Address of Principal Executive Offices) (Zip Code) | | |

Registrant's telephone number, including area code: (650) 332-7600

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2015, GoPro, Inc. (the “Company”) held its 2015 Annual Meeting of Stockholders (the “Meeting”). The Company’s stockholders voted on five proposals at the Meeting, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 27, 2015. Holders of the Company’s Class A Common Stock were entitled to one vote for each share held as of the close of business on April 17, 2015 (the “Record Date”) and holders of the Company’s Class B Common Stock were entitled to ten votes for each share held as of the close of business on the Record Date. The Class A Common Stock and Class B Common Stock voted as a single class on all matters.

Present at the Meeting in person or by proxy were holders of 71,295,580 shares of Class A Common Stock, and holders of 43,628,763 shares of Class B Common Stock, together representing a total of 507,583,210 votes, or more than 94.82% of the eligible votes, and constituting a quorum.

At the Meeting, the Company’s stockholders voted on the following proposals:

- To elect six directors, all of whom are currently serving on our board of directors, each to serve until the next annual meeting of stockholders and until his successor has been elected and qualified, or until his earlier death, resignation, or removal.
- To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015.
- To re-approve the Internal Revenue Code Section 162(m) limits of our 2014 Equity Incentive Plan to preserve our ability to receive corporate income tax deductions that may become available pursuant to Section 162(m).
- To approve the adoption of an Executive Bonus Plan for the Company’s executive officers.
- An advisory vote on whether future advisory votes on the compensation program for the Company’s executive officers should be held every one, two or three years

The final results for each of these proposals are as follows:

Proposal 1: Election of Directors.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-------------|----------------|------------------|
| Nicholas Woodman | 465,492,798 | 1,750,660 | 40,339,752 |
| Anthony Bates | 465,278,073 | 1,965,385 | 40,339,752 |
| Edward Gilhuly | 460,800,283 | 6,443,175 | 40,339,752 |
| Kenneth Goldman | 462,323,404 | 2,187,269 | 40,339,752 |
| Peter Gotcher | 463,428,452 | 3,815,006 | 40,339,752 |
| Michael Marks | 460,677,133 | 6,566,325 | 40,339,752 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm.

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 505,089,606 | 817,426 | 1,676,178 |

Proposal 3: Re-Approval of the Section 162(m) Limits of the 2014 Equity Incentive Plan.

| | | | |
|-------------|---------------|-------------|------------------|
| Votes For | Votes Against | Abstentions | Broker Non-Votes |
| 454,915,127 | 12,016,514 | 311,817 | 40,339,752 |

Proposal 4: Approval of Executive Bonus Plan.

| | | | |
|-------------|---------------|-------------|------------------|
| Votes For | Votes Against | Abstentions | Broker Non-Votes |
| 464,595,300 | 1,370,444 | 1,277,714 | 40,339,752 |

Proposal 5: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation.

| | | | | |
|------------|---------|-------------|-------------|---------------------|
| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
| 12,528,087 | 237,031 | 453,096,811 | 1,381,039 | 40,339,752 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

GoPro, Inc.
(Registrant)

Dated: June 11, 2015

By: /s/ Sharon Zezima
Sharon Zezima
General Counsel and Corporate Secretary