

GoPro, Inc.  
Form SC 13G/A  
February 11, 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)

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

1. Persons  
(Entities  
Only)

Nicholas  
Woodman

Check the  
Appropriate  
Box if a  
2. Member of a  
Group (See  
Instructions)  
(a) ☐  
(b) ☐

SEC Use  
3. Only

Citizenship or  
Place of  
4. Organization

United States

Number of	Sole Voting Power
5. Shares	2,782,580

Beneficially

Shared Voting Power

Owned by 6.

34,185,509

Each

Sole Dispositive Power

Reporting 7.

2,782,580

Person With

8. Shared Dispositive Power

34,185,509

Aggregate Amount Beneficially Owned by Each Reporting Person\*

9.

36,968,089

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

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

11.

26.9%

Type of Reporting Person (See Instructions)

12.

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  
1. Only)

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  
3. Only

Citizenship or  
Place of  
4. Organization

California

Number of 5. Sole Voting Power

Shares 6. Shared Voting Power

Beneficially 34,185,509

Owned by 7. Sole Dispositive Power

Each 8. Shared Dispositive Power

Reporting 34,185,509

Person With

Aggregate Amount Beneficially Owned by Each Reporting Person

9.  
34,185,509

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

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

11.  
25.4%

Type of Reporting Person (See Instructions)

12.  
OO

\*See Item 4 below.

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**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	2,782,580*	34,185,509	36,968,089	26.9%
Woodman Family Trust under Trust Agreement dated March 11, 2011**	0	34,185,509	34,185,509	25.4%
			Beneficially Owned	Beneficially Owned***



Consists of restricted stock units granted to Mr. Woodman and stock issued in connection therewith. The restricted stock unit grant covered 4,500,000 shares which vest in three tranches. The first tranche consisting of 1,500,000 shares fully vested and settled on June 3, 2014. As of December 31, 2015, these 1,500,000 shares were held by The Woodman Family Trust under Trust Agreement dated March 11, 2011. The second and third tranches, each consisting of 1,500,000 shares, vested and settled on January 22, 2015 with respect to 583,332 shares and thereafter 1/36th of the total shares from each tranche shall vest monthly starting on February 3, 2015, as long as the Reporting Person provides continuous service to the Issuer. As of December 31, 2015, Mr. Woodman held 1,282,580 shares of \*Class B Common Stock issued in connection with the net settlement of a total of 1,500,000 vested RSUs from the second and third tranches, as well as an additional 1,500,000 unvested RSUs. 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, 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.

\*\* 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, 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 ☐.

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 10, 2016

**/s/ Nicolas Woodman**

Nicholas Woodman

Woodman Family Trust under Trust Agreement dated March 11, 2011

**/s/ Nicholas Woodman**

Nicholas Woodman, Trustee

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