

Jahnke Dean
 Form 3
 February 14, 2019

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Jahnke Dean | | (Month/Day/Year) | GoPro, Inc. [GPRO] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/04/2019 | | |
| 3000 CLEARVIEW WAY | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| SAN MATEO,Â CAÂ 94402 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | (City) | (State) | (specify below) | |
| | | (Zip) | Vice President, Global Sales | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 76,605 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|-------|------------|--------------------------------|--------|----------|-------------------|---|
| Incentive Stock Option (right to buy) | Â (2) | 04/30/2024 | Class B Common Stock (3) | 9,600 | \$ 16.39 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 08/14/2028 | Class A Common Stock | 55,626 | \$ 5.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jahnke Dean 3000 CLEARVIEW WAY SAN MATEO, CA 94402 | Â | Â | Â Vice President, Global Sales | Â |

Signatures

Jason Stephen, attorney-in-fact for Dean Jahnke
02/13/2019

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) Includes awards of restricted stock units (RSUs), which vest (i) in four equal annual installments beginning on August 15, 2016 and August 15, 2017, (ii) in four equal semi-annual installments beginning on August 15, 2017 and April 15, 2018, and (iii) in six equal semi-annual installments beginning on August 15, 2018, subject to the Reporting Person's continuous service. The RSUs were granted on August 17, 2015, August 15, 2016, February 15, 2017, October 13, 2017 and May 15, 2018.
- (2) 100% of the shares are fully vested.
- (3) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. The Class B Common Stock is also convertible into Class A Common Stock on the same basis upon certain transfers of such shares.
- (4) The option shall vest over a four year period as follows: 25% of the underlying shares shall vest on August 15, 2019, 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.