

GoPro, Inc.
Form SC 13G/A
February 11, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

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, 2018

(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).

Page 1 of 6

CUSIP No.
38268T 10 3

Names of
Reporting
Persons

I.R.S.
Identification
No. of Above

1. Persons
(Entities
Only)

Nicholas
Woodman

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

(a) ..

(b) ..

3. SEC Use
Only

4. Citizenship or
Place of
Organization

United States

Number of Sole Voting Power****

5.

Shares 5,281,336

Beneficially Shared Voting Power

6.

Owned by 30,538,794

Each

Sole Dispositive Power****

Reporting 7.

5,281,336

Person With

8. Shared Dispositive Power

30,538,794

Aggregate Amount Beneficially Owned by Each Reporting Person*

9.

35,820,130

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

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

11.

23.9%

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
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 Sole Voting Power
5.
Shares

Beneficially

Shared Voting Power

Owned by 6.

30,538,794

Each

Sole Dispositive Power

Reporting 7.

Person With

8. Shared Dispositive Power

30,538,794

Aggregate Amount Beneficially Owned by Each Reporting Person*

9.

30,538,794

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

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

11.

21.1%

Type of Reporting Person (See Instructions)

12.

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

**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:**

Item 3.

Not applicable

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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* | With ***** | Number of Shares With Shared Voting and Dispositive Power* | Aggregate Number of Shares Beneficially Owned*** | Percentage of Class Beneficially Owned*** |
|---|--|------------|--|--|---|
| Nicholas Woodman | 5,281,336 | ***** | 30,538,794 | 35,820,130 | 23.9 % |
| Woodman Family Trust under Trust Agreement dated March 11, 2011** | 0 | | 30,538,794 | 30,538,794 | 21.1 % |

Represents shares of Class B Common Stock as of December 31, 2018. 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 information contained in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 filed by the Issuer with the Securities and Exchange Commission on November 2, 2018 (114,103,292 shares of Class A Common Stock).

***** Also includes 5,281,336 shares of Class B Common Stock held by each of the Reporting Person's GRATs and Jill R. Woodman's GRATs for which the Reporting Person is the sole trustee.

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 11, 2019

/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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