

GoPro, Inc.
Form SC 13G
February 02, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.____)*

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, 2014

(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)

Neil Dana

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 5,342,184

Beneficially 6. Shared Voting Power*

Owned by Sole Dispositive Power

7.

Each 5,342,184

Reporting 8. Shared Dispositive Power*

Person With

Aggregate Amount Beneficially Owned by Each Reporting Person*

9.

5,342,184

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

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

11.

9.3%

Type of Reporting Person (See Instructions)

12.

IN

* 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)

Neil Dana

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 Person	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**
Neil Dana	5,342,184	0	5,342,184	9.3%

* Consists of 5,218,180 shares subject to options held by Mr. Dana that are exercisable within 60 days of the date of this schedule and 124,004 shares of Class B Common Stock of the Issuer.

** Based upon outstanding share information provided to the reporting person by the Issuer as of December 31, 2014 (52,091,317 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: January 30, 2015

By: /s/ Neil Dana
Name: Neil Dana

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