

GoPro, Inc.  
Form SC 13G/A  
February 09, 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

1. I.R.S. Identification No. of  
Above Persons (Entities Only)

Neil Dana

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

5. Number of Sole Voting Power  
of

2,072,184

Shares

6. Shared Voting Power\*  
Beneficially

Sole Dispositive Power

Owned

7. by 2,072,184

Each

8. Reporting Person  
Shared Dispositive Power\*

Person  
With

9. Aggregate Amount Beneficially  
Owned by Each Reporting

Person\*

2,072,184

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

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

2.0%

12. Type of Reporting Person (See  
Instructions)

IN

\* See Item 4 below.

Page 2 of 5

**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 Beneficially Owned | Percentage of Class Beneficially Owned** |
| Neil Dana        | 2,072,184  | 0   | 2,072,184                           | 2.0%                                     |

\* Consists of 1,948,180 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 A Common Stock of the Issuer.

\*\* Based upon outstanding share information provided to the reporting person by the Issuer as of December 31, 2015 (100,595,575 shares of Class A Common Stock).

**Ownership of Five**

**Item 5. 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 x.

Not applicable.

**Ownership of**

**Item 6. More than Five Percent on Behalf of Another Person**

Not applicable.

**Identification and Classification of the Subsidiary Which Acquired**

**Item 7. the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Identification and Classification of**

**Item 8. Members of the Group**

Not applicable.

**Notice of**

**Item 9. Dissolution of Group**

Not applicable.

**Item 10. Certification**

Not applicable.

Page 4 of 5



**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 8, 2016

By: /s/ Neil Dana  
Name: Neil Dana

Page 5 of 5