

GoPro, Inc.
Form 5
February 13, 2015

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
Foxconn (Far East) Ltd.

(Last) (First) (Middle)

NO 2 ZIYOU
STREET, Â TUCHENG DISTRICT

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
GoPro, Inc. [GPRO]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW TAIPEI, Â F5 Â 23678

____ Form Filed by One Reporting Person
__X__ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price		
Class A Common Stock	07/01/2014	Â	C4	1,053,493	A	\$ 0	1,053,493	I ⁽¹⁾
								By Subsidiary
Class A Common Stock	07/01/2014	Â	S4	1,053,493	D	\$ 22.56 0	I ⁽¹⁾	By Subsidiary
Class A Common	11/25/2014	Â	C4	1,030,000	A	\$ 0	1,030,000	I ⁽¹⁾
								By Subsidiary

Stock

Class A Common Stock	11/25/2014	Â	S4	1,030,000	D	\$ 72.375	0	I ⁽¹⁾	By Subsidiary
Class A Common Stock	12/03/2014	Â	C4	211,354	A	\$ 0	211,354	I ⁽¹⁾	By Subsidiary
Class A Common Stock	12/03/2014	Â	S4	211,354	D	\$ 72.375	0	I ⁽¹⁾	By Subsidiary

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class B Common Stock	Â	07/01/2014	Â	C4	Â 1,053,493	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock 1,053,493
Class B Common Stock	Â	11/25/2014	Â	C4	Â 1,030,000	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock 1,030,000
Class B Common Stock	Â	12/03/2014	Â	C4	Â 211,354	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock 211,354
Class B Common Stock	Â	Â	Â	3	Â Â	Â ⁽²⁾ Â ⁽²⁾	Class A Common Stock 11,700 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Foxconn (Far East) Ltd. NO 2 ZIYOU STREET TUCHENG DISTRICT	Â Â X Â Â

NEW TAIPEI, F5 23678

Hon Hai Precision Ind. Co., Ltd.

NO. 2 ZIYOU ST. TUCHENG DISTRICT X X X X

NEW TAIPEI, F5 23678

Signatures

/s/ Chiu-Lian Yu Huang, Foxconn (Far East)
Ltd.

02/13/2015

Signature of Reporting Person

Date

/s/ Teh-Tsai Huang, Hon Hai Precision Ind.
Co., Ltd.

02/13/2015

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Owned directly by Foxtek Holdings Inc. ("Foxtek") and indirectly by (i) Foxconn (Far East) Ltd. ("Foxconn"), which is the manager of Foxtek, and (ii) Hon Hai Precision Ind. Co., Ltd. ("Hon Hai"), which is the manager of Foxconn. Previous filings on Form 3 and Forms 4 by Foxtek disclosed this holding and these transactions and the relationship of Foxconn and Hon Hai with Foxtek but did not include Foxconn or Hon Hai as Reporting Owners.

(2) 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 any transfer, 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.

(3) Foxconn and Hon Hai indirectly owned 11,709,327 shares of Class B Common Stock on June 25, 2014, the date that the Issuer's initial registration statement was declared effective.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.