

GoPro, Inc.
Form SC 13G/A
February 09, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

GoPro, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

38268T103**

(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 disclosures provided in a prior cover page.

**The CUSIP number applies to the Class A Common Stock. No CUSIP has been assigned to the Class B Common Stock.

The information required on 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).

(Continued on following pages)

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Exhibit Index Contained on Page 10

CUSIP NO. 38268T103 13 G Page 2 of 11

NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steamboat Ventures V, L.P. ("Steamboat V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steamboat Ventures Manager V, L.P. ("Steamboat Manager")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.0%

12 TYPE OF REPORTING PERSON* PN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steamboat Ventures GP V, Ltd. ("Steamboat GP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH REPORTING

PERSON

WITH

5 SOLE VOTING POWER

0 shares.

6 SHARED VOTING POWER

0 shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSONH shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.0%

12 TYPE OF REPORTING PERSON* OO

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John R. Ball ("Ball")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF
SHARES

5 SOLE VOTING POWER
0 shares.

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.0%

12 TYPE OF REPORTING PERSON* IN

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NAME OF REPORTING

1 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Liping Fan ("Fan")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF
SHARES

5 SOLE VOTING POWER
0 shares.

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
0 shares.

7 SOLE DISPOSITIVE POWER
0 shares.

8 SHARED DISPOSITIVE POWER
0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSONH shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

EXCLUDES CERTAIN SHARES* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9H.0%

12 TYPE OF REPORTING PERSON* IN

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This Amendment No. 2 amends and restates in its entirety the Schedule 13G previously filed by Steamboat Ventures V, L.P., a Cayman Islands exempted limited partnership (“Steamboat V”), Steamboat Ventures Manager V, L.P., a Cayman Islands exempted limited partnership (“Steamboat Manager”), Steamboat Ventures GP V, Ltd., a Cayman Islands exempted company (“Steamboat GP”), and John R. Ball (“Ball”) and Liping Fan (“Fan”) (together with all prior and current amendments thereto, this “Schedule 13G”).

ITEM
1(A). NAME OF ISSUER

GoPro, Inc.

ITEM
1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES

3000 Clearview Way
San Mateo, CA 94402

ITEM
2(A). NAME OF PERSONS FILING

This Schedule 13G is filed by Steamboat V, Steamboat Manager, Steamboat GP, and Ball and Fan. The foregoing entities and individuals are collectively referred to as the “Reporting Persons.”

Steamboat Manager is the general partner of Steamboat V, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Steamboat V. Steamboat GP is the general partner of Steamboat Manager, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Steamboat V. Ball and Fan are directors of Steamboat GP, and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by Steamboat V.

ITEM
2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Steamboat Ventures GP V, Ltd.
c/o Campbells Corporate Services Limited
Floor 4, Willow House, Cricket Square, P.O. Box 884

Grand Cayman, Cayman Islands

ITEM
2(C) CITIZENSHIP

Steamboat V and Steamboat Manager are Cayman Islands exempted limited partnerships. Steamboat GP is a Cayman Islands exempted company. Ball and Fan are United States citizens.

ITEM
2(D) TITLE OF CLASS OF SECURITIES

Class A Common Stock, par value \$0.0001 per share

ITEM
2(E) CUSIP NUMBER

38268T103

ITEM
3. Not Applicable

ITEM
4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015.

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Amount beneficially owned:

- (a) See Row 9 of cover page for each Reporting Person.

Percent of Class:

- (b) See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote:

- (i) See Row 5 of cover page for each Reporting Person.

Shared power to vote or to direct the vote:

- (ii) See Row 6 of cover page for each Reporting Person.

Sole power to dispose or to direct the disposition of:

- (iii) See Row 7 of cover page for each Reporting Person.

Shared power to dispose or to direct the disposition of:

- (iv) See Row 8 of cover page for each Reporting Person.

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: [X] Yes

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

ITEM
6.

Please see Item 5.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.
8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP.
9.

Not applicable.

ITEM CERTIFICATION.
10.

Not applicable.

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SIGNATURES

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.

Date: February 8, 2016

Steamboat Ventures V, L.P.

By: Steamboat Ventures Manager V, L.P.

Its: General Partner

By: Steamboat Ventures GP V, Ltd.

Its: General Partner

By: /s/ Liping Fan

Liping Fan, Director

Steamboat Ventures Manager V, L.P.

By: Steamboat Ventures GP V, Ltd.

Its: General Partner

By: /s/ Liping Fan

Liping Fan, Director

Steamboat Ventures GP V, Ltd.

By: /s/ Liping Fan

Liping Fan, Director

/s/ John R. Ball

John R. Ball

/s/ Liping Fan

Liping Fan

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Found on Sequentially Numbered Page</u>
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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of GoPro, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.