

GoPro, Inc.  
 Form 424B4  
 June 26, 2014  
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Filed Pursuant to Rule 424(b)(4)  
 Registration No. 333-196083

Prospectus

***17,800,000 shares***

***Class A common stock***

This is an initial public offering of shares of Class A common stock by GoPro, Inc. We are selling 8,900,000 shares of Class A common stock, and the selling stockholders are selling 8,900,000 shares of Class A common stock. We will not receive any proceeds from the sale of shares by the selling stockholders. The initial public offering price is \$24.00 per share.

We have two classes of outstanding common stock, Class A common stock and Class B common stock. The rights of the holders of Class A common stock and Class B common stock are identical, except voting and conversion rights. Each share of Class A common stock is entitled to one vote. Each share of Class B common stock is entitled to 10 votes and is convertible at any time into one share of Class A common stock. The holders of our outstanding Class B common stock will hold approximately 98.4% of the voting power of our outstanding capital stock following this offering, with our executive officers and directors and their affiliates holding approximately 72.8%, and Nicholas Woodman, our Chief Executive Officer, holding approximately 47.7% after his sale of 3,562,892 shares of Class A common stock in this offering.

Prior to this offering there has been no public market for our common stock. Our Class A common stock has been approved for listing on the NASDAQ Global Select Market under the symbol GPRO.

**We are an emerging growth company as defined under the federal securities laws. Investing in our Class A common stock involves a high degree of risk. See Risk factors beginning on page 18.**

	Per share	Total
Initial public offering price	\$ 24.00	\$ 427,200,000
Underwriting discounts and commissions(1)	\$ 1.44	\$ 25,632,000
Proceeds to GoPro, Inc., before expenses	\$ 22.56	\$ 200,784,000
Proceeds to selling stockholders	\$ 22.56	\$ 200,784,000

(1) See Underwriting for a description of the compensation payable to the underwriters.

Certain of the selling stockholders have granted the underwriters an option for a period of 30 days to purchase up to 2,670,000 additional shares of Class A common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock to purchasers on July 1, 2014.

**J.P. Morgan**

**Citigroup**

**Barclays**

**Allen & Company LLC**

**Stifel**

**Baird**

**MCS Capital Markets**

**Piper Jaffray**

**Raymond James**

June 25, 2014

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You should rely only on the information contained in this prospectus or contained in any free writing prospectus filed with the Securities and Exchange Commission. Neither we, the selling stockholders nor the underwriters have authorized anyone to provide you with additional information or information different from that contained in this prospectus or in any free writing prospectus filed with the Securities and Exchange Commission. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We and the selling stockholders are offering to sell, and seeking offers to buy, our Class A common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of shares of our Class A common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

Through and including July 20, 2014 (25 days after the date of this prospectus), all dealers that buy, sell or trade shares of our Class A common stock, whether or not participating in this offering, may be required to deliver a prospectus. This delivery requirement is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

For investors outside the United States: Neither we, the selling stockholders nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of the shares of Class A common stock and the distribution of this prospectus outside the United States.

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## Prospectus summary

*This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information you should consider before investing in our Class A common stock. You should read the entire prospectus carefully, including Risk factors, Management's discussion and analysis of financial condition and results of operations and our consolidated financial statements and related notes included elsewhere in this prospectus, before making an investment decision.*

### Company overview

GoPro is transforming the way consumers capture, manage, share and enjoy meaningful life experiences. We do this by enabling people to capture compelling, immersive photo and video content of themselves participating in their favorite activities. Our customers include some of the world's most active and passionate people. The volume and quality of their shared GoPro content, coupled with their enthusiasm for our brand, are virally driving awareness and demand for our products. To date, we have generated substantially all of our revenue from the sale of our cameras and accessories and we believe that the growing adoption of our capture devices and the engaging content they enable, position GoPro to become an exciting new media company.

What began as an idea to help athletes document themselves engaged in their sport has become a widely adopted solution for people to document themselves engaged in their interests, whatever they may be. From extreme to mainstream, professional to consumer, GoPro has enabled the world to capture and share its passions, and the world, in turn, is enabling GoPro to become one of the most exciting and aspirational companies of our time.

In 2011, 2012, 2013 and the three months ended March 31, 2014, we generated revenue of \$234.2 million, \$526.0 million, \$985.7 million and \$235.7 million and reported net income of \$24.6 million, \$32.3 million, \$60.6 million and \$11.0 million, respectively.

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## **Our business focus**

Enabling engaging content is at the core of our business. We develop hardware and software solutions to alleviate consumer pain points associated with capturing, managing, sharing and enjoying engaging content.

### ***Capture***

Our mountable and wearable cameras and accessories, which we refer to as capture devices, enable professional-quality capture and exceptional versatility at affordable prices. Our products' small, lightweight, yet durable designs make them easy to use even in highly challenging situations. In addition, our remote control solutions and our seamless integration with mobile devices via the GoPro App, our mobile application, enable engaging self-capture during virtually any activity.

Since launching our first high-definition, or HD, capture device in July 2009, we have sold more than 8.5 million HD cameras, including more than 3.8 million in 2013. We sell our products in over 100 countries and through more than 25,000 retail stores. According to The NPD Group's Retail Tracking Service, GoPro was the #1 selling camcorder (by dollars and units) and a top six selling camera accessory company (by dollars and units) in the United States in 2013. Also according to The NPD Group, our HERO cameras represented a 45% share of the U.S. camcorder market (by dollars) in 2013, up from an 11% share during December 2011 and our camera accessories represented a 4% share of the U.S. camera accessory market (by dollars) in 2013.

### ***Manage***

We seek to eliminate the pain point of managing content by making it easy for our customers to transfer footage from their cameras to a system that efficiently organizes their content and facilitates convenient editing and sharing. GoPro Studio, our desktop application, and the GoPro App, reflect the early stages of our content management platform strategy.

GoPro Studio enables our customers to quickly edit simple or complex videos and create videos from time-lapse photo sequences. As of March 31, 2014, there had been more than 4.3 million downloads of GoPro Studio. During the first quarter of 2014, our customers in the aggregate exported, on average, 20,000 videos per day using GoPro Studio.

In addition to facilitating full camera control from a mobile device, the GoPro App enables a customer to easily and wirelessly copy footage from a GoPro camera to a mobile device for storage and sharing without a computer.

### ***Share***

By facilitating the capture, management and editing of engaging photos and videos, we are ultimately helping our customers share more compelling personal content. GoPro Studio and the GoPro App facilitate the posting of photos and videos directly to leading social networks and content platforms, including Facebook, Instagram, Twitter, Vimeo and YouTube. Thousands of GoPro customer photos and videos are shared daily, driving awareness and enthusiasm for our customers' content, as well as for GoPro's own brand and products. In 2013, our customers uploaded to YouTube approximately 2.8 years worth of video featuring GoPro in the title. Also on YouTube, in the first quarter of 2014, there was an average of 6,000 daily uploads and more than 1.0 billion views representing over 50.0 million watched hours of videos with GoPro in the title, filename, tags or description.



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#### ***Enjoy***

GoPro enables the production of entertaining and inspiring content, both in the form of our customers' user-generated content, or UGC, as well as GoPro originally produced content, that we collectively refer to as GoPro programming. This often features professional athletes, celebrities and entertainers, as well as everyday people engaged in their favorite activities. Having recognized the role GoPro content plays in attracting and exciting consumers, we are expanding the distribution of GoPro programming to engage and build relationships with even those consumers who do not own a GoPro capture device.

We distribute GoPro programming through what we refer to as the GoPro Network, a collection of GoPro Channels hosted on a variety of platforms, including the following:

Facebook: over 7.2 million likes;

Instagram: over 2.0 million followers;

Twitter: over 950,000 followers; and

YouTube: over 450 million video views, over 1.8 million subscribers and ranked #1 on the Brand Channel Leaderboard for January through March 2014.

As of December 31, 2013, we had not derived revenue from the distribution of, or social engagement with, our content on the GoPro Network. However, we plan to pursue new revenue opportunities from the distribution of engaging GoPro content in the near term. For example, in the first quarter of 2014, we entered into an agreement with Microsoft to develop and launch the GoPro Channel on Xbox Live, a leading delivery system for IP video streams on connected televisions, that will provide us with access to advertising revenue, fees from third-party sponsorship of the GoPro Channel and the ability to sell our capture devices directly to consumers as they watch GoPro programming. We expect to begin earning revenue from GoPro Channel advertising and sponsorship opportunities on Xbox Live and GoPro Channel advertising on YouTube and Virgin America in the second quarter of 2014. We do not expect the revenue earned from these GoPro Channels to be material to us in 2014.

#### **The virtuous cycle**

We believe our business focus results in a virtuous cycle and a self-reinforcing consumer acquisition model that fuels our growth. Our products in the hands of our customers enable compelling, authentic content that organically increases awareness for GoPro and drives demand for our products.

#### **The GoPro opportunity**

We believe the following create an attractive market opportunity for GoPro.

##### ***Consumers want an easy way to self-capture engaging content***

Before GoPro, if people wanted compelling, high-quality footage of themselves engaged in activities, they needed a skilled third-party camera operator and often required expensive, fragile and cumbersome camera equipment.

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GoPro has enabled a new era of convenient self-documentation. Our products' high-performance features, ease of use and versatility, made available at affordable price points, provide a premium-quality self-capture solution that appeals to both consumers and professionals.

#### ***Consumers want a quick, easy way to manage, edit and share their content***

Managing, editing and sharing engaging, high-quality content often requires substantial time, resources and skill. GoPro Studio and the GoPro App begin to address these pain points by offering intuitive, easy-to-use tools for managing, editing and sharing professional-grade footage. As social media and content sharing outlets like Facebook, Instagram, Twitter, Vimeo and YouTube proliferate, we see an opportunity to further develop our currently separate software solutions into an integrated and enhanced GoPro content management platform.

#### ***Consumers continue to replace traditional cameras with mobile devices***

As mobile devices continue to displace traditional cameras and camcorders, we believe consumers will seek capture devices that offer differentiated capabilities like GoPro products. Moreover, we believe mobile devices complement our products. With the GoPro App, mobile devices can be used to remotely control GoPro cameras, thereby optimizing customers' ability to self-capture high-quality content of themselves and their activities. The GoPro App also enables customers to manage and share their captured content without the need for a computer. Furthermore, smartphones and tablets expand consumers' ability to access and enjoy GoPro content online.

#### ***Consumers want compelling content on demand***

We believe consumer demand for compelling content combined with GoPro's self-capture technology and the explosive popularity of social media create a significant media opportunity for GoPro. GoPro programming has developed a dedicated and growing audience. We believe GoPro is well-positioned to become the first media company whose content is captured exclusively using its own hardware. We will continue to expand our distribution of GoPro programming and the reach of the GoPro Network to new platforms such as Xbox Live.

## **What makes GoPro unique**

### ***Category-defining self-capture devices***

Our capture devices offer our customers, both consumers and professionals, exceptional capabilities that have earned us multiple awards, including a 2013 technical Emmy Award. Our cameras' small, lightweight, yet durable designs make them easy to use even in highly challenging situations, and along with their affordable prices, encourage adoption and experimentation that often leads to interesting content. In addition, our broad portfolio of mountable and wearable accessories enables multiple use cases and facilitates a differentiated self-capture experience than that of traditional cameras and smartphones. Our products have been embraced by media professionals and are used in production by The Discovery Channel, ESPN and other networks.

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#### ***Passionate consumer- and content-supported business model***

Our business model is supported by some of the world's most active and influential consumers who use GoPro to capture and share their life experiences and interests. Their shared content excites and inspires others around the world to do the same, which we believe, leads to higher camera and accessory sales and, in turn, a massive volume of UGC.

#### ***Best-in-class marketing relationships***

GoPro has established marketing relationships with more than 120 athletes, celebrities and entertainers, and sponsors more than 90 sporting events annually, including the X Games, Supercross and ASP world surfing championship events. We partner with athletes such as Olympic gold medal winning snowboarder Shaun White and 11-time world champion surfer Kelly Slater, as well as entertainers, such as Foo Fighters, Jane's Addiction, Guy Fieri and Alton Brown, and producers of popular television shows. We also have promotional agreements with recreational destination resorts, such as all Vail Company resorts and the Whistler Blackcomb resort. Validating the quality of our products and our growing role as a media brand, we are approached by professionals and organizations seeking to leverage GoPro as a media platform to distribute their own branded content captured with our products.

#### ***Differentiated sales strategy with specialty retailers***

Since our first sale in 2004, our distribution strategy has focused on specialty retailers, including surf, ski and motorsports outlets, where we believe GoPro is often the only capture device sold in-store. Our early, first-mover relationships with these retailers and their customers helped us establish an authenticity that remains a cornerstone of our business. This focus on the specialty retail channel has also enabled us to develop a high-touch, differentiated sales network of more than 25,000 stores globally that we believe is difficult to replicate.

#### ***Strong, global brand***

Over the past 10 years, we have built a powerful brand that is emblematic of the pursuit and celebration of human passion. Our trademarks, GoPro and Be a Hero, are relevant and aspirational to consumers, as reflected in the variety of our customers' shared content, which spans from our roots in action sports to now include family, travel, music, science and other areas of human interest. The strength of our brand is further evidenced by our customers' frequent tagging, titling and describing of their footage as GoPro content.

#### ***A company culture built around our vision***

GoPro was founded by dedicated sports enthusiasts who wanted a better way to document and share their personal passions. As we have grown, we have remained focused on hiring employees who share this same ethos, whatever their personal interests may be. We have built a team focused on developing innovative solutions to the problems we encounter during our own self-capture pursuits, and we believe our employees' shared passion, experience and vision represent an increasingly important competitive advantage.

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**Our strategy**

We intend to expand our existing capture business with content management, editing and sharing solutions to provide increased value to our customers, introduce new revenue streams and further differentiate us from competitors. Key components of our strategy include the following:

***Continue to introduce innovative capture devices***

We relentlessly pursue our goal of developing the world's most versatile capture devices and enabling self-capture during any activity. To stay at the forefront of our industry, we are focused on continued product innovation and leadership. Areas of innovation include custom sensor and digital signal processing technologies as well as custom lens, audio, battery and accessory design.

***Develop seamless content management, editing and sharing solutions***

We are developing an integrated content management platform to simplify the organizing, editing and sharing of engaging content. Our October 2013 acquisition of General Things Inc., a web development firm, has provided us with additional software competencies to accelerate this process. In addition, we may seek to leverage our content management platform as a new revenue stream.

***Scale as a media brand***

We are investing to scale GoPro as a media entity and develop new revenue opportunities by increasing production of GoPro originally produced content while simultaneously increasing the aggregation and redistribution of our customers' best of UGC. Additionally, we are investing to develop, distribute and promote GoPro programming on additional partner platforms such as Virgin America and Xbox Live.

***Expand into new vertical markets***

Leveraging the product development and sales and marketing strategies that have enabled us to be a leader in vertical markets such as skiing, surfing and motorsports, we are targeting new vertical markets where we believe GoPro can authentically deliver meaningful solutions to consumers.

***Grow internationally***

We believe that international markets represent a significant growth opportunity for us. We plan to capitalize on the strength of our brand to increase our presence worldwide through additional retailers and strategic distribution partnerships.

***Expand in-store brand and sales footprint***

We invest heavily to produce GoPro-branded, video-enabled point of purchase, or POP, merchandising displays that we make available to nearly all of the retail outlets through which our products are sold. Having recognized our sales success in these stores, coupled with our expanding product portfolio, we are working with our retailers to further expand the footprint of our POP displays.

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#### ***Extend strategic marketing relationships***

We form relationships with marketing partners that use our products and services to promote their own brands and properties. As a result, GoPro benefits not only from the expanded brand awareness that traditionally comes with such marketing partnerships, but also from being recognized as our partners' technology enabler. We will continue developing and leveraging strategic marketing relationships to increase GoPro brand awareness.

#### ***Expand brand awareness through increased advertising***

Notwithstanding the visibility we have gained in the consumer markets where we have historically focused, we believe consumers in many other markets are not familiar with our brand and products. We believe this underscores a significant opportunity for GoPro to expand awareness through increased advertising on television, in print, online, and on billboards and other out of home advertising, while continuing to scale our promotional marketing efforts and trade show presence.

### **Risk factors**

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks highlighted in the section titled Risk factors following this prospectus summary before making an investment decision. These risks include:

We operate in a highly competitive market and the size and resources of some of our competitors may allow them to compete more effectively than we can, which could result in a loss of our market share and a decrease in our revenue and profitability.

We depend on sales of our capture devices for substantially all of our revenue, and any decrease in the sales of these products would harm our business.

We rely on third-party suppliers, some of which are sole-source suppliers, to provide components for our products.

We do not expect to continue to grow in the future at the same rate as we have in the past and profitability in recent periods might not be indicative of future performance.

If our sales during the holiday season fall below our forecasts, our overall financial condition and results of operations could be adversely affected.

We may have difficulty in accurately predicting our future customer demand, which could adversely affect our operating results.

Our success depends on our ability to maintain the value and reputation of our brand.

To remain competitive and stimulate customer demand, we must successfully manage frequent product introductions and transitions.

We are subject to international business uncertainties.

We are highly dependent on our Chief Executive Officer.

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If we do not effectively maintain and further develop our sales channels, including developing and supporting our retail sales channel and distributors, our business could be harmed.

Any material disruption of our information systems could adversely affect our operating results.

**Corporate information**

We were incorporated as Woodman Labs, Inc. in California and began doing business as GoPro in February 2004. We reincorporated in Delaware in December 2011 and in February 2014 we changed our name to GoPro, Inc. Our principal executive offices are located at 3000 Clearview Way, San Mateo, California 94402, and our telephone number is (650) 332-7600. Our website address is [www.gopro.com](http://www.gopro.com). The information contained on, or that can be accessed through, our website is not a part of this prospectus. Investors should not rely on any such information in deciding whether to purchase our Class A common stock. We have included our website address in this prospectus solely as an inactive textual reference.

Unless the context indicates otherwise, as used in this prospectus, the terms GoPro, we, us, our and the Company refer to GoPro, Inc., a Delaware corporation, and its subsidiaries taken as a whole, unless otherwise noted.

We have registered a number of trademarks including GOPRO, HERO, BACPAC and CINEFORM and have filed with the U.S. Patent and Trademark Office to register the GoPro logo and GoPro Be a Hero logo. This prospectus also includes references to trademarks and service marks of other entities, and those trademarks and service marks are the property of their respective owners.

Table of ContentsIndex to Financial Statements**The offering**

<b>Class A common stock offered by us</b>	8,900,000 shares
<b>Class A common stock offered by the selling stockholders</b>	8,900,000 shares
<b>Option to purchase additional shares of Class A common stock</b>	2,670,000 shares of Class A common stock being offered by certain of the selling stockholders
<b>Class A common stock to be outstanding after this offering</b>	17,800,000 shares (20,470,000 shares if the option to purchase additional shares is exercised in full)
<b>Class B common stock to be outstanding after this offering</b>	105,340,583 shares (102,670,583 shares if the option to purchase additional shares is exercised in full)
<b>Total common stock to be outstanding after this offering</b>	123,140,583 shares
<b>Use of proceeds</b>	We intend to use a portion of the net proceeds from this offering to fully repay our term loan under our credit facility, which had an outstanding balance of \$111.0 million as of March 31, 2014. We expect to use the remaining net proceeds from this offering for general corporate purposes, including working capital. We may also use a portion of the net proceeds to acquire or invest in complementary businesses, technologies or assets. We will not receive any of the proceeds from the sale of shares by the selling stockholders.
<b>Conflicts of interest</b>	We expect to use at least 5% of the net proceeds from this offering to fully repay our term loan under our credit facility, owed by us to our lenders, including affiliates of J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Barclays Capital Inc. See "Use of proceeds" and "Management's discussion and analysis of financial condition and results of operations - Liquidity and capital resources" for additional information regarding our credit facility. Accordingly, this offering is being made in compliance with the requirements of Rule 5121 of FINRA's conduct rules. This rule generally provides that if at least 5% of the net proceeds from the sale of securities, not including



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underwriting compensation, is used to reduce or retire the balance of a loan or credit facility extended by the underwriters or their affiliates, a qualified independent underwriter meeting certain standards set forth by FINRA must participate in the preparation of this prospectus and exercise the usual standards of due diligence with respect thereto. Piper Jaffray & Co. is assuming the responsibilities of acting as the qualified independent underwriter in connection with this offering and in conducting due diligence. None of J.P. Morgan Securities LLC, Citigroup Global Markets Inc. or Barclays Capital Inc. will confirm sales of the securities to any account over which they exercise discretionary authority without the prior written approval of the customer. See Conflicts of interest.

**Voting rights**

We have two classes of authorized common stock: Class A common stock and Class B common stock. The rights of the holders of our Class A and Class B common stock are identical, except with respect to voting and conversion. The holders of our Class B common stock are entitled to 10 votes per share, and the holders of our Class A common stock are entitled to one vote per share. The holders of our Class A common stock and Class B common stock will vote together as a single class on all matters submitted to a vote of our stockholders, unless otherwise required by law. Each share of our Class B common stock is convertible into one share of our Class A common stock at any time and will convert automatically upon certain transfers or the date that the total number of shares of Class B common stock outstanding represents less than 10% of the total number of shares of Class A and Class B common stock outstanding. The holders of our outstanding Class B common stock will hold approximately 98.4% of the voting power of our outstanding capital stock following this offering, with our executive officers and directors and their affiliates holding approximately 72.8%, and Mr. Woodman, our Chief Executive Officer, holding approximately 47.7% after his sale of 3,562,892 shares of Class A common stock in this offering. These holders will have the ability to control the outcome of matters submitted to our stockholders for approval, including the election of our directors and the approval of any change in control transaction. See Principal and selling stockholders and Description of capital stock.

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**Directed share program**

At our request, the underwriters have reserved for sale, at the initial public offering price, up to 5.0% of the Class A common stock offered hereby (including any shares sold pursuant to the LOYAL3 platform described below) for sale to certain business and other associates of ours. None of our directors or executive officers will participate in the directed share program. We will offer these shares to the extent permitted under applicable regulations in the United States and other applicable jurisdictions through a directed share program. The number of shares of our Class A common stock available for sale to the general public will be reduced by the number of directed shares purchased by participants in the program. Any directed shares not purchased will be offered by the underwriters to the general public on the same terms as the other shares of our Class A common stock offered hereby. We have agreed to indemnify the underwriters against certain liabilities and expenses, including liabilities under the Securities Act of 1933, as amended, in connection with the sale of shares through a directed share program. See Underwriting.

**LOYAL3 platform**

At our request, the underwriters have reserved up to 1.5% of the Class A common stock offered hereby to be offered through the LOYAL3 platform at the initial public offering price. See Underwriting.

**NASDAQ symbol**

**GPRO**

The number of shares of our Class A and Class B common stock to be outstanding after this offering is based on (i) 112,422,478 shares of common stock outstanding as of March 31, 2014, (ii) the exercise of options for the purchase of 2,476,548 shares of Class B common stock by certain selling stockholders and the conversion of such shares into the same number of shares of Class A common stock for sale in this offering and (iii) the contribution of 658,443 shares of Class B common stock by Mr. Woodman to us in respect of stock options exercised by a certain selling stockholder and excludes:

27,798,919 shares of Class B common stock issuable upon the exercise of stock options outstanding as of March 31, 2014 with a weighted average exercise price of \$3.24 per share (other than the shares to be sold in this offering by certain selling stockholders upon the exercise of stock options) and 570,000 shares of Class B common stock issuable pursuant to restricted stock units, or RSUs, outstanding as of March 31, 2014 under our 2010 Equity Incentive Plan, or 2010 Plan;

The effect of the contribution back to us of a number of shares of Class B common stock equal to the number of shares we issue upon exercise of an outstanding option for the purchase of 6,584,427 shares of Class B common stock (other than those shares of Class B common stock

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contributed back to us in respect of stock options exercised by a certain selling stockholder); see Certain relationships and related person transactions Equity grants and contribution agreements;

3,063,915 shares of Class B common stock issuable upon the exercise of stock options granted after March 31, 2014 with a weighted average exercise price of \$18.24 per share and 4,750,379 shares of Class B common stock issuable upon settlement of RSUs granted after March 31, 2014;

398,121 shares of Class B common stock subject to a right of repurchase by us outstanding as of March 31, 2014;

13,470,229 shares of Class A common stock reserved for future issuance under our 2014 Equity Incentive Plan, or 2014 Plan, which became effective on the date immediately prior to the date of this prospectus, and at which time any remaining shares available for issuance under our 2010 Plan were added to the shares reserved under our 2014 Plan and we ceased granting awards under our 2010 Plan; and

3,367,557 shares of Class A common stock reserved for future issuance under our 2014 Employee Stock Purchase Plan, or ESPP, which became effective on the date of this prospectus. Our 2014 Plan and ESPP also provide for automatic annual increases in the number of shares reserved under the plans each year, as more fully described in Executive compensation Employee benefit plans.

Unless otherwise noted, all information in this prospectus assumes:

the amendment of our certificate of incorporation to redesignate our currently outstanding common stock as Class B common stock and to create a new class of Class A common stock to be offered and sold in this offering;

no exercise of the underwriters' option to purchase up to 2,670,000 additional shares of Class A common stock from certain of the selling stockholders in this offering;

the conversion of all outstanding shares of our redeemable convertible preferred stock into an aggregate of 30,523,036 shares of our Class B common stock and the conversion by the selling stockholders of shares of our Class B common stock into the same number of shares of our Class A common stock, in each case in connection with the closing of this offering;

the filing of our restated certificate of incorporation and the effectiveness of our amended and restated bylaws, which will occur in connection with the closing of this offering; and

no exercise of options, warrants or similar rights outstanding as of the date of this prospectus.

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## Summary consolidated financial data

The following tables summarize our consolidated financial data and should be read together with Selected consolidated financial data, Management's discussion and analysis of financial condition and results of operations and our consolidated financial statements, related notes and other financial information included elsewhere in this prospectus.

We derived the consolidated statements of operations data for the years ended December 31, 2011, 2012 and 2013 and the balance sheet data as of December 31, 2013 from our audited consolidated financial statements included elsewhere in this prospectus. The consolidated statements of operations data for the three months ended March 31, 2013 and 2014 and the consolidated balance sheet data as of March 31, 2014 have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus. We have prepared the unaudited consolidated financial statements on the same basis as the audited consolidated financial statements and have included all adjustments, consisting only of normal recurring adjustments that, in our opinion, are necessary to state fairly the financial information set forth in those statements. Our historical results are not necessarily indicative of the results we expect in the future, and our interim results should not necessarily be considered indicative of results we expect for the full year or any other period.

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(in thousands, except per share amounts)	Year ended December 31,			Three months ended	
	2011	2012	2013	2013	March 31, 2014
Revenue	\$ 234,238	\$ 526,016	\$ 985,737	\$ 255,057	\$ 235,716
Cost of revenue(1)	111,683	298,530	623,953	165,628	139,202
Gross profit	122,555	227,486	361,874	89,429	96,514
<b>Operating expenses:</b>					
Research and development(1)	8,644	36,115	73,737	12,012	28,739
Sales and marketing(1)	64,375	116,855	157,771	35,673	41,341
General and administrative(1)	10,757	20,899	31,573	6,988	9,878
Total operating expenses	83,776	173,869	263,081	54,673	79,958
Operating income	38,779	53,617	98,703	34,756	16,556
Other income (expense), net	12	(407)	(7,374)	(1,694)	(1,625)