

GoPro, Inc.
Form 8-K
October 30, 2017

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): October 26, 2017
GOPRO, INC.

(Exact name of registrant as specified in its charter)
Delaware 001-36514 77-0629474
(State or Other Jurisdiction (Commission File No.) (I.R.S. Employer
of Incorporation) Identification No.)
3000 Clearview Way, San Mateo, California 94402
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (650) 332-7600
N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)

On October 26, 2017, the Board of Directors (the “Board”) of GoPro, Inc. (the “Company”), on the recommendation of the Company’s Nominating and Governance Committee of the Board, appointed Rick Welts to the Board, effective October 27, 2017. Mr. Welts will serve until the earliest to occur of the Company’s 2018 annual meeting of stockholders (at which he will be up for election) and until his successor is elected or appointed and qualified, or until his death, resignation or removal.

In connection with his appointment as a non-employee director of the Board, Mr. Welts will receive compensation for his Board membership in accordance with the Company’s non-employee director compensation policy approved by the Board in August 2015, which is described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2017 under the section titled “Proposal No. 1 Election of Directors—Non-Employee Director Compensation Arrangements.”

Mr. Welts has executed the Company’s standard form of indemnity agreement, a copy of which has been filed as Exhibit 10.01 to the Company’s Registration Statement on Form S-1 filed with the SEC on May 19, 2014.

There is no arrangement or understanding between Mr. Welts and any other persons pursuant to which Mr. Welts was elected as a director. There is no family relationship between Mr. Welts and any director or executive officer of the Company, and except as stated herein, Mr. Welts does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On October 30, 2017, the Company issued a press release announcing the appointment of Mr. Welts to the Board. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	<u>Press release dated October 30, 2017 announcing GoPro Adds Golden State Warriors President and Chief Operating Officer Rick Welts to its Board of Directors.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

GoPro, Inc.
(Registrant)

Dated: October 28, 2017 By: /s/ Sharon Zezima
Sharon Zezima
General Counsel and Corporate Secretary

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
99.1	<u>Press release dated October 30, 2017 announcing GoPro Adds Golden State Warriors President and Chief Operating Officer Rick Welts to its Board of Directors.</u>

160; IA, CO

3

CUSIP No. 713278109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Securities, Inc. I.D. No. 13-3379374

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
 (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Client funds

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	:	7	Sole voting power
Shares	:	145,057 (Item 5)	
Beneficially	:	8	Shared voting power
Owned	:	None	
By Each	:	9	Sole dispositive power
Reporting	:	145,057 (Item 5)	
Person	:	10	Shared dispositive power
With	:	None	

11 Aggregate amount beneficially owned by each reporting person
 145,057 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 0.27%

14

Type of reporting person (SEE INSTRUCTIONS)
HC, CO, IA

4

CUSIP No. 713278109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Teton Advisors, Inc. I.D. No. 13-4008049

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
 (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Funds of investment advisory client.

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	:	7	Sole voting power
Shares	:	1,089,071 (Item 5)	
Beneficially	:	8	Shared voting power
Owned	:	None	
By Each	:	9	Sole dispositive power
Reporting	:	1,089,071 (Item 5)	
Person	:	10	Shared dispositive power
With	:	None	

11 Aggregate amount beneficially owned by each reporting person
 1,089,071 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 2.04%

14

Type of reporting person (SEE
INSTRUCTIONS)
IA, CO

5

CUSIP No. 713278109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GGCP, Inc. I.D. No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
 (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Wyoming

Number Of	:	7	Sole voting power
Shares	:		None (Item 5)
Beneficially	:	8	Shared voting power
Owned	:		None
By Each	:	9	Sole dispositive power
Reporting	:		None (Item 5)
Person	:	10	Shared dispositive power
With	:		None

11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.00%

14

Type of reporting person (SEE INSTRUCTIONS)
HC, CO

6

CUSIP No. 713278109

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors, Inc. I.D. No. 13-4007862
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
 (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	:	7	Sole voting power
Shares	:		None (Item 5)
Beneficially	:	8	Shared voting power
Owned	:		None
By Each	:	9	Sole dispositive power
Reporting	:		None (Item 5)
Person	:	10	Shared dispositive power
With	:		None

11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)
 0.00%

14

Type of reporting person (SEE INSTRUCTIONS)
HC, CO

7

CUSIP No. 713278109

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Mario J. Gabelli
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
- 2 (a)
- (b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 None
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)
- 6 Citizenship or place of organization
 USA
- | | | | |
|--------------|---|----|--------------------------|
| Number Of | : | 7 | Sole voting power |
| Shares | : | | None (Item 5) |
| Beneficially | : | 8 | Shared voting power |
| Owned | : | | None |
| By Each | : | 9 | Sole dispositive power |
| Reporting | : | | None (Item 5) |
| Person | : | 10 | Shared dispositive power |
| With | : | | None |
- 11 Aggregate amount beneficially owned by each reporting person
 None (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X
- 13 Percent of class represented by amount in row (11)
 0.00%

14

Type of reporting person (SEE INSTRUCTIONS)
IN

8

Item 1. Security and Issuer

This Amendment No. 10 to Schedule 13D on the Common Stock of The Pep Boys – Manny, Moe & Jack (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on June 1, 2012. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P, Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., and The Gabelli Healthcare & Wellness^{Rx} Trust, The Gabelli Global Small and Mid Cap Value Trust, (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Strategic Value and GAMCO Merger Arbitrage), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$5,578,741 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Fund used approximately \$3,771,115 and \$1,048,489, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Teton Advisors used approximately \$511,551 of funds of investment advisory clients to purchase the additional Securities reported by it. GSI used approximately \$247,586 of client funds to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 9,222,517 shares, representing 17.31% of the 53,293,776 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarterly period ended August 2, 2014. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	6,512,789	12.22%
Gabelli Funds	1,475,600	2.77%
GSI	145,057	0.27%
Teton Advisors	1,089,071	2.04%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 430,500 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) 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: November 12, 2014

GGCP, INC.
MARIO J. GABELLI

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman
David Goldman
General Counsel – Teton Advisors, Inc.

GABELLI FUNDS, LLC

By: /s/ Bruce N. Alpert
Bruce N. Alpert
Chief Operating Officer – Gabelli Funds, LLC

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.

By: /s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli Securities, Inc.

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli
Chief Executive
Officer of GGCP,
Inc., and
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.;
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc J. Gabelli
Chairman of The
LGL Group, Inc.
2525 Shader
Road
Orlando, FL
32804

Matthew R. Gabelli
Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Charles C. Baum
Secretary &
Treasurer
United Holdings
Co., Inc.
2545 Wilkens
Avenue
Baltimore, MD
21223

Fredric V. Salerno
Chairman;
Former Vice
Chairman and
Chief Financial
Officer

Verizon
Communications

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Marc J. Gabelli	President
Silvio A. Berni	Vice President, Assistant Secretary and Controller

GGCP Holdings LLC

Members:

GGCP, Inc.	Manager and Member
Mario J. Gabelli	Member

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	
Richard L. Bready	Chairman & Chief Executive Officer E.L. Wiegand Foundation
Marc J. Gabelli	165 West Liberty Street Reno, NV 89501
	Former Chairman and Chief Executive Officer Nortek, Inc.

50 Kennedy
Plaza
Providence, RI
02903

See above

See above

Mario J. Gabelli

Director
c/o GAMCO
Investors, Inc.
One Corporate
Center
Rye, NY 10580

Elisa M. Wilson

Eugene R. McGrath

Former Chairman
and Chief
Executive Officer
Consolidated
Edison, Inc.
4 Irving Place
New York, NY
10003

Robert S. Prather

President &
Chief Executive
Officer
Heartland Media,
LLC
1843 West
Wesley Road
Atlanta, GA
30327

Officers:

Mario J. Gabelli

Chairman and
Chief Executive
Officer

Douglas R. Jamieson

President and
Chief Operating
Officer

Henry G. Van der Eb

Bruce N. Alpert

Senior Vice
President

Agnes Mullady

Robert S. Zuccaro

Senior Vice
President

Kevin Handwerker	Senior Vice President
	Executive Vice President and Chief Financial Officer
	Executive Vice President, General Counsel and Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer – Value Portfolios
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Douglas R. Jamieson	President, Chief Operating Officer and Managing Director
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Robert S. Zuccaro	Chief Financial Officer
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David Goldman	General Counsel, Secretary & Chief Compliance Officer
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Gabelli Funds, LLC
Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios
Bruce N. Alpert	Executive Vice President and

Chief Operating
Officer

Agnes Mullady

President and
Chief Operating
Officer – Open
End Fund
Division

Robert S. Zuccaro

Chief Financial
Officer

David Goldman

General Counsel

Teton Advisors, Inc.
Directors:

Howard F. Ward

Chairman of the
Board

Nicholas F. Galluccio

Vincent J. Amabile

Chief Executive
Officer and
President

John Tesoro

Officers:

Howard F. Ward

See above

Nicholas F. Galluccio

See above

Robert S. Zuccaro

Chief Financial
Officer

David Goldman

General Counsel

Tiffany Hayden

Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake

President of W.
R. Blake & Sons,
Inc.
196-20 Northern
Boulevard
Flushing, NY
11358

Douglas G. DeVivo

DeVivo Asset
Management

Company LLC
P.O. Box 2048
Menlo Park, CA
94027

Marc J. Gabelli	See above
Douglas R. Jamieson	President
Daniel R. Lee	Managing Partner Creative Casinos, LLC
William C. Mattison, Jr. Salvatore F. Sodano	

Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
David M. Goldman	General Counsel and Secretary
Joel Torrance	Chief Compliance Officer

G.research, Inc.
Directors:

Irene Smolicz	Senior Trader – G.research, Inc.
Daniel M. Miller	Chairman
Cornelius V. McGinity	President

Officers:

Daniel M. Miller	See above
Cornelius V. McGinity	See above
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal
Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee
Matthew R. Gabelli	Trustee
Michael Gabelli	Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli	General Partner
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SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
COMMON STOCK - PEP BOYS – MANNY, MOE & JACK		
GABELLI SECURITIES, INC.		
10/01/14	600	8.7000
9/30/14	5,000	8.9704
9/30/14	2,000	8.9973
9/24/14	1,000	9.3816
9/23/14	1,000	9.4599
9/15/14	1,400	10.0207
GABELLI ASSOCIATES LIMITED II E		
10/01/14	100	8.7000
9/30/14	200	8.9973
9/24/14	300	9.3816
9/23/14	300	9.4599
9/15/14	200	10.0207
GABELLI ASSOCIATES LIMITED		
10/01/14	400	8.7000
9/30/14	2,200	8.9973
9/24/14	800	9.3816
9/23/14	700	9.4599
9/15/14	1,100	10.0207
GABELLI ASSOCIATES FUND II		
10/01/14	300	8.7000
9/30/14	1,300	8.9973
9/24/14	400	9.3816
9/23/14	500	9.4599
9/15/14	700	10.0207
GABELLI ASSOCIATES FUND		
10/01/14	700	8.7000
9/30/14	2,800	8.9973
9/24/14	1,200	9.3816
9/23/14	1,300	9.4599
9/15/14	1,600	10.0207
GGCP, INC.		
10/17/14	1,150-	8.5655
10/16/14	1,150-	8.6901
10/15/14	1,200-	8.6797
GAMCO ASSET MANAGEMENT INC.		
11/10/14	13,885	9.5515
11/10/14	3,000	9.6700
11/07/14	25,000	9.5870
11/06/14	4,000	9.5646
11/06/14	2,000-	9.5504

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11/04/14	1,000-	9.3000
11/03/14	2,000-	9.4318
11/03/14	2,200	9.3900
11/03/14	800-	*DO
10/31/14	1,000-	9.4745
10/31/14	6,000	9.4497
10/31/14	3,000-	9.4486
10/30/14	5,500	9.2109
10/29/14	2,500	9.3160
10/29/14	4,000	9.3200
10/29/14	1,000	9.3100
10/28/14	7,700	8.9182
10/28/14	1,000-	8.8400
10/27/14	1,100	8.7700
10/27/14	1,200-	8.7577
10/27/14	300	8.6900
10/27/14	1,000-	8.6965
10/27/14	5,000	8.7428
10/24/14	5,000-	8.8020
10/24/14	4,000	8.8201
10/23/14	4,000	8.7860
10/23/14	95-	8.6700
10/23/14	3,000	8.6900
10/22/14	5,000	8.7539
10/21/14	3,200	8.7000
10/21/14	2,000-	8.7403
10/20/14	1,000	8.5730
10/20/14	1,000	8.7000
10/17/14	2,000-	8.6501
10/16/14	1,000-	8.7150
10/16/14	1,100	8.7055
10/15/14	200-	8.5400
10/13/14	400	8.6649
10/10/14	12,000	8.5348
10/10/14	500-	*DO
10/08/14	2,000-	8.6576
10/07/14	15,000	8.6800
10/03/14	500	8.8894
10/03/14	5,000	8.8686
10/02/14	4,125-	*DO
10/02/14	15,000	8.7034
10/02/14	900-	8.7778
10/01/14	9,000	8.8400
10/01/14	14,000-	*DO
10/01/14	12,000-	*DO
9/30/14	530	*DI
9/30/14	1,000	*DI
9/30/14	530-	*DI
9/30/14	500	8.9973
9/30/14	9,500	9.0400
9/29/14	15,000	9.2909

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9/26/14	400-	9.3520
9/25/14	3,500	9.3543
9/24/14	2,000	9.3725
9/23/14	4,400	9.6000
9/23/14	800-	9.3900
9/23/14	19,021	9.4888
9/23/14	1,300	9.4162
9/23/14	500	9.4599
9/23/14	2,500	9.4000
9/23/14	5,700	9.4147
9/22/14	7,400	9.5943
9/22/14	1,600	9.5893
9/22/14	19,279	9.5993
9/19/14	10,000	9.9007
9/19/14	6,500-	*DO
9/18/14	3,000	9.9550
9/18/14	2,000-	*DO
9/17/14	13,800	9.9941
9/17/14	6,321	10.0000
9/17/14	800-	9.8700
9/16/14	400-	9.9500
9/16/14	1,000-	10.0100
9/16/14	11,200	10.0031
9/16/14	1,000-	9.9601
9/16/14	18,279	9.9857
9/15/14	5,000	10.1400
9/15/14	5,000	10.1200
9/15/14	10,000	10.1800
9/12/14	40,000	10.3160
9/12/14	500	10.4600
9/12/14	6,000	10.4525
TETON ADVISORS, INC.		
10/22/14	20,000	8.6600
10/21/14	10,000	8.7199
10/10/14	13,700	8.6163
10/02/14	15,301	8.6993
GABELLI FUNDS, LLC.		
GABELLI SMALL CAP GROWTH FUND		
9/26/14	10,000	9.4400
9/25/14	20,000	9.3800
GABELLI GLOBAL SMALL AND MIDCAP VALUE TRUST		
11/11/14	4,000	9.6175
10/16/14	2,000	8.6800
10/01/14	1,000	8.7800
9/17/14	1,000	10.0000
9/17/14	4,000	9.9000
GABELLI ENTERPRISE M&A FUND		
9/23/14	9,044	9.6000
9/22/14	956	9.6000
GAMCO MERGER ARBITRAGE		
10/01/14	400	8.7000

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9/30/14	1,000	8.9973
9/24/14	600	9.3816
9/23/14	700	9.4599
9/15/14	1,000	10.0207

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.

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