

Pandora Media, Inc.
Form 4
July 02, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROSSLINK CAPITAL INC

2. Issuer Name and Ticker or Trading Symbol
Pandora Media, Inc. [P]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
TWO EMBARCADERO CENTER, SUITE 2200

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2013

____ Director
____ Officer (give title below) Other (specify below)
Affiliate of Director

(Street)
SAN FRANCISCO, CA 94111

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/28/2013		S	151,000 D	\$ 18.1442 30,008,247	I	See Notes <u>(1)</u> <u>(2)</u>
Common Stock	07/01/2013		S	500,000 D	\$ 19.2912 29,508,247	I	See Notes <u>(1)</u> <u>(2)</u>
Common Stock	07/01/2013		J	534,829 D	\$ 0 ⁽³⁾ 28,973,418	I	See Notes <u>(1)</u> <u>(2)</u>

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

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Funds, and by Omega IV Holdings, Verwaltungs, Fund IV Managmeent or Fund V Management as the general partner, manager or holder of Class B Units of one or more of the Funds. The Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

- (3) On July 1, 2013, certain Funds of which Omega IV Holdings or Verwaltungs is the general partner, manager or holder of Class B Units distributed these securities pro rata to the investors in those Funds for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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