Pandora Media, Inc. Form 4 October 17, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * **Conrad Thomas**

(First) (Middle)

PANDORA MEDIA, INC., 2101 WEBSTER STREET, SUITE 1650

(Street)

10/16/2013

10/16/2013

(Zip)

4. If Amendment, Date Original

2. Issuer Name and Ticker or Trading Symbol

Pandora Media, Inc. [P]

3. Date of Earliest Transaction

(Month/Day/Year) 10/16/2013

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CTO, EVP Product

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City) (State) 1.Title of

OAKLAND, CA 94612

2. Transaction Date	2A. Deemed	3.	4. Securities Acquire		
(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)			
	any	Code	(Instr. 3, 4 and 5)		
	(Month/Day/Year)	(Instr. 8)			

 $M^{(1)}$

 $S^{(1)}$

Amount

55,000

55,000 D

(A)

(D) Price Α \$ 0.16

26.3102

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

584,190

5. Amount of

Beneficially

Securities

Owned

Following

Reported

Transaction(s)

(Instr. 4)

Ownership

Direct (D)

or Indirect

Form:

(Instr. 3 and 4) D

529,190 D

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

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SEC 1474 (9-02)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

1

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

De Se	Title of crivative curity str. 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. Transactio Code (Instr. 8)	5. Number of tionDerivative 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)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
St (ri	ommon ock ght to archase)	\$ 0.16	10/16/2013		M(1)		55,000	(2)	07/06/2019	Common Stock	55,000

Reporting Owners

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer

Conrad Thomas

PANDORA MEDIA, INC.

CTO, EVP Product 2101 WEBSTER STREET, SUITE 1650

OAKLAND, CA 94612

Signatures

/s/ Jeremy Liegl, 10/17/2013 Attorney-in-Fact

**Signature of Reporting Person

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) Shares acquired and disposed of pursuant to a previously established Rule 10b5-1 plan.
- (2) Fully vested.

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

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