

Pandora Media, Inc.  
Form SC 13G  
February 10, 2017

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.\_\_\_\_)\*

Pandora Media,  
Inc.  
(Name of  
Issuer)

Common Stock,  
par value  
\$0.0001 per  
share  
(Title of Class  
of Securities)

698354107  
(CUSIP  
Number)

December 31,  
2016  
(Date of Event  
Which Requires  
Filing of this  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this

Schedule is  
filed:

ý Rule 13d-1(b)  
o Rule 13d-1(c)  
¨ Rule 13d-1(d)

(Page 1 of 8  
Pages)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

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<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Matrix Capital Management Company LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	State of Delaware
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER
<b>6</b>	0 SHARED VOTING POWER
<b>7</b>	23,360,216 shares of Common Stock and Call Options exercisable for 11,643,441 shares of Common Stock * SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE

POWER

23,360,216  
shares of  
Common Stock  
and Call  
Options  
exercisable for  
11,643,441  
shares of  
Common Stock  
\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

9

23,360,216 shares of  
Common Stock and  
Call Options  
exercisable for  
11,643,441 shares of  
Common Stock \*

CHECK BOX  
IF THE

10

AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

11

REPRESENTED BY  
AMOUNT IN ROW  
(9)

12

9.99%\*  
TYPE OF  
REPORTING  
PERSON

IA, PN

\* The Call Options, which represent 4.99% of the outstanding shares of Common Stock, will only become exercisable for Common Stock on the later of an outside date and receipt of regulatory approval.



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<b>1</b>	NAME OF REPORTING PERSON
	David E. Goel
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	SOLE VOTING POWER
	0
	SHARED VOTING POWER
<b>6</b>	23,360,216 shares of Common Stock and Call Options exercisable for 11,643,441 shares of Common Stock
	*
<b>7</b>	SOLE DISPOSITIVE POWER
<b>8</b>	0 SHARED DISPOSITIVE POWER

23,360,216  
shares of  
Common Stock  
and Call  
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11,643,441  
shares of  
Common Stock  
\*

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

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Call Options  
exercisable for  
11,643,441 shares of  
Common Stock \*

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..

10

ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

9.99%\*  
TYPE OF  
REPORTING  
PERSON

12

IN

\* The Call Options, which represent 4.99% of the outstanding shares of Common Stock, will only become exercisable for Common Stock on the later of an outside date and receipt of regulatory approval.





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**Item 1(a). NAME OF ISSUER:**

The name of the issuer is Pandora Media, Inc., a Delaware corporation (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Company's principal executive offices are located at 2101 Webster Street, Suite 1650, Oakland, CA 94612.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

- Matrix Capital Management Company LP, a Delaware limited partnership (the "Investment Manager"),
- (i) with respect to the shares of Common Stock (as defined in Item 2(d)) held by the funds to which the Investment Manager serves as investment manager (the "Matrix Funds"); and
- (ii) Mr. David E. Goel ("Mr. Goel"), who serves as the Managing General Partner of the Investment Manager, with respect to the shares of Common Stock held by the Matrix Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is c/o Matrix Capital Management Company LP, Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451.

**Item 2(c). CITIZENSHIP:**

The Investment Manager is a Delaware limited partnership. Mr. Goel is a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.0001 per share (the "Common Stock").

**Item 2(e). CUSIP NUMBER:**

698354107

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
Employee benefit plan or endowment fund in accordance with
- (f)  Rule 13d-1(b)(1)(ii)(F);

- (g)  Parent holding company or control person in accordance with  
Rule 13d-1(b)(1)(ii)(G);  
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h)

- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act (15 U.S.C. 80a-3);
- (j)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution  
in accordance with Rule  
13d-1(b)(1)(ii)(J), please  
specify the type of institution:

**Item 4. OWNERSHIP**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages set forth in Row (11) of the cover page for each Reporting Person and elsewhere in this Schedule 13G are based on the 233,335,503 shares of Common Stock outstanding as of October 25, 2016, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the Securities and Exchange Commission on October 27, 2016.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

See Item 2. Matrix Capital Management Master Fund, L.P., a Matrix Fund, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Common Stock.

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

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 10, 2017

**MATRIX CAPITAL  
MANAGEMENT COMPANY  
LP**

By: /s/ David E. Goel  
Name: David E. Goel  
Title: Managing General Partner

/s/ David E. Goel  
**DAVID E. GOEL**

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**EXHIBIT I**

**JOINT FILING AGREEMENT**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED as of February 10, 2017

**MATRIX CAPITAL  
MANAGEMENT COMPANY  
LP**

By: /s/ David E. Goel  
Name: David E. Goel  
Title: Managing General Partner

/s/ David E. Goel  
**DAVID E. GOEL**