

Pandora Media, Inc.  
Form 8-K  
June 05, 2014

**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): June 4, 2014**

**Pandora Media, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35198**  
**(Commission**

**File Number)**  
**2101 Webster Street, Suite 1650**

**94-3352630**  
**(IRS Employer**

**Identification No.)**

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**Oakland, CA 94612**

**(Address of principal executive offices, including zip code)**

**(510) 451-4100**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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:

- .. 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The 2014 annual meeting of stockholders (the Annual Meeting ) of Pandora Media, Inc. ( Pandora ) was held on June 4, 2014. 185,889,755 shares of Pandora common stock were present in person or represented by proxy at the Annual Meeting, representing 90.53% of a total of 205,332,382 shares of common stock outstanding and eligible to vote at such time. At the Annual Meeting, stockholders voted on the following proposals, each of which is described in detail in Pandora s definitive proxy statement filed with the Securities and Exchange Commission on April 22, 2014, and cast their votes as described below.

Proposal 1: Election of the three Class III directors listed below to serve until the 2017 annual meeting of stockholders or until their respective successors are duly elected and qualified:

|                 | <b>For</b>  | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|-----------------|-------------|-----------------|-----------------------------|
| Peter Chernin   | 168,878,417 | 297,712         | 17,319,680                  |
| Brian McAndrews | 166,181,599 | 2,994,530       | 17,319,680                  |
| Tim Westergren  | 167,777,184 | 1,398,945       | 17,319,680                  |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of Pandora for the year ending December 31, 2014:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 186,215,818 | 119,416        | 160,575        |

Proposal 3: Approval of the 2014 Employee Stock Purchase Plan:

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|----------------|-----------------------------|
|  | 168,594,598 | 501,500        | 80,031         | 17,319,680                  |

**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.

**PANDORA MEDIA, INC.**

Dated: June 5, 2014

By: /s/ Michael Herring  
Michael Herring  
Executive Vice President and Chief Financial  
Officer