

SIRIUS XM HOLDINGS INC.  
 Form 3  
 October 02, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*  
 SIRIUS XM HOLDINGS INC.

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 09/22/2017

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

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

1290 AVENUE OF THE AMERICAS, 11TH FL.

(Check all applicable)

(Street)

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

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

NEW YORK, NY 10104

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
 (Instr. 4)

2. Amount of Securities Beneficially Owned  
 (Instr. 4)

3. Ownership Form:  
 Direct (D)  
 or Indirect (I)  
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
 (Instr. 4)

2. Date Exercisable and Expiration Date  
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

Date Exercisable Date Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	46,004,397 (1)	\$ 10.5 (1)	I	See footnotes (2) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIRIUS XM HOLDINGS INC. 1290 AVENUE OF THE AMERICAS, 11TH FL. NEW YORK, NY 10104	Â X	Â X	Â	Â
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	Â X	Â X	Â	Â
Sirius XM Radio Inc. 1290 AVENUE OF THE AMERICAS, 11TH FL. NEW YORK, NY 10104	Â X	Â X	Â	Â

## Signatures

Sirius XM Radio Inc., By: /s/ Patrick L. Donnelly, Name: Patrick L. Donnelly, Title: Executive Vice President, General Counsel and Secretary	10/02/2017
**Signature of Reporting Person	Date
Sirius XM Holdings Inc., By: /s/ Patrick L. Donnelly, Name: Patrick L. Donnelly, Title: Executive Vice President, General Counsel and Secretary	10/02/2017
**Signature of Reporting Person	Date
Liberty Media Corporation, By: /s/ Craig Troyer, Name: Craig Troyer, Title: Senior Vice President	10/02/2017
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The number of shares of common stock, having par value of \$0.0001 per share (the "Common Stock"), of Pandora Media, Inc. (the "Issuer") deliverable upon conversion of each share of Series A Convertible Preferred Stock of the Issuer (the "Preferred Stock"), is equal to the then current liquidation value, plus accrued but unpaid dividends, divided by approximately \$10.50, subject to customary anti-dilution adjustments. Any conversion of Preferred Stock may be settled by the Issuer, at its option, in shares of Common Stock, cash or any combination thereof. Holders of the Preferred Stock are entitled to a cumulative dividend at the rate of 6.0% per annum, payable quarterly in arrears, if and when declared, which, at the Issuer's option, is payable in cash or added to the liquidation value. Following September 22, 2020, the Issuer may redeem the Preferred Stock if certain conditions are met.
- (2) Reflects securities directly held by Sirius XM Radio Inc. ("Sirius XM Radio"). Sirius XM Holdings Inc. ("Sirius XM Holdings") is the sole stockholder of Sirius XM Radio. Liberty Media Corporation beneficially owns, directly and indirectly, approximately 68% of the outstanding common stock of Sirius XM Holdings.
- (3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for

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purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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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