

MARCUS LAWRENCE  
Form 4  
June 21, 2011

**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 \*  
MARCUS LAWRENCE

(Last) (First) (Middle)

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

(Street)

OAKLAND, CA 94612

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/20/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/20/2011		C		11,285,183	A	(1) 11,535,183	I	By Walden VC II, L.P. (2)
Common Stock	06/20/2011		C		5,869,696	A	(1) 17,404,879	I	By Walden VC II, L.P. (2)
Common Stock	06/20/2011		C		2,990,092	A	(3) 20,394,971	I	By Walden VC II, L.P. (2)

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Common Stock	06/20/2011		C	1,041,462	A	(4)	21,436,433	I	By Walden VC II, L.P. (2)
Common Stock	06/20/2011		C	3,847,643	A	(1)	25,284,076	I	By Walden VC II, L.P. (2)
Common Stock	06/20/2011		C	963,612	A	(3)	1,867,251	I	By Walden VC III, LLC (2)
Common Stock	06/20/2011		C	307,692	A	(1)	2,174,943	I	By Walden VC III, LLC (2)
Common Stock	06/20/2011		C	1,009,287	A	(1)	1,009,287	I	Walden VC SPK, LLC (2)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 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. Transaction Code (Instr. 8)	5. Number of Derivative 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 of Number of Shares
Series B Preferred Stock	(1)	06/20/2011		C	11,285,183	(1) (1)	Common Stock 11,285,183
Series C Preferred Stock	(1)	06/20/2011		C	5,869,696	(1) (1)	Common Stock 5,869,696
Series D Preferred	(3)	06/20/2011		C	2,716,365	(3) (3)	Common Stock 2,716,365

## Stock

Series D Preferred Stock	(3)	06/20/2011	C	875,399	(3)	(3)	Common Stock	875,399
Series E Preferred Stock	(4)	06/20/2011	C	881,990	(4)	(4)	Common Stock	881,990
Series F Preferred Stock	(1)	06/20/2011	C	3,847,643	(1)	(1)	Common Stock	3,847,643
Series F Preferred Stock	(1)	06/20/2011	C	307,692	(1)	(1)	Common Stock	307,692
Series F Preferred Stock	(1)	06/20/2011	C	1,009,287	(1)	(1)	Common Stock	1,009,287

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS LAWRENCE PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612	X	X		

## Signatures

/s/ Jeremy Liegl,  
Attorney-in-fact

06/21/2011

\_\_Signature of Reporting Person

Date

## 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) Each share of Series B, Series C and Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of Common Stock and had no expiration date.

(2) Larry Marcus is a managing member of the general partner of Walden VC II, L.P., Walden VC III, LLC and WaldenVC SPK, LLC funds. Mr. Marcus disclaims beneficial ownership with respect to shares beneficially owned by Walden VC II, L.P., Walden VC III, LLC and WaldenVC SPK, LLC, except to the extent of his pecuniary interests therein.

(3) Each share of Series D Preferred Stock automatically converted into Common Stock on a 1:1.10077 basis upon the closing of the Issuer's initial public offering of Common Stock and had no expiration date.

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- (4) Each share of Series E Preferred Stock automatically converted into Common Stock on a 1:18081 basis upon the closing of the Issuer's initial public offering of Common Stock and had no expiration date.

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.