Pandora Media, Inc. Form 4 May 17, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

(Print or Type Responses)

1(b).

(Last)

(City)

See Instruction

1. Name and Address of Reporting Person * MARTIN CHRISTOPHER **DOUGLAS**

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Pandora Media, Inc. [P]

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

05/13/2016

C/O PANDORA MEDIA, INC, 2101 WEBSTER STREET, #1650

(Street)

(State)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OAKLAND, CA 94612

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/13/2016		F	1,574 (1)	D	\$ 10.1	352,797	D		
Common Stock	05/13/2016		F	327 (2)	D	\$ 10.1	352,470	D		
Common Stock	05/16/2016		S(3)	2,000	D	\$ 10.1 (4)	350,470	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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MARTIN CHRISTOPHER DOUGLAS C/O PANDORA MEDIA, INC 2101 WEBSTER STREET, #1650 OAKLAND, CA 94612

Chief Technology Officer

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact

05/17/2016

**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).
- Pursuant to the terms of the March 11, 2015 RSU grant as reported on a Form 3 filed on January 25, 2016, 1,574 shares were withheld at **(1)** vesting to cover required tax withholding.
- Pursuant to the terms of the March 18, 2014 RSU grant as reported on a Form 3 filed on January 25, 2016, 327 shares were withheld at **(2)** vesting to cover required tax withholding.
- (3) Shares disposed of pursuant to a previously established Rule 10b5-1 plan.
- (4) These shares were sold in multiple transactions at the price of \$10.10.

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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