Pandora Media, Inc.
Form SC 13G
February 14, 2012

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SCHEDULE 13G
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Amendment No. 0
PANDORA MEDIA INC
Common Stock
Cusip \#698354107
Cusip \#698354107
Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 0
Item 6: 0
Item 7: 15,594,532
Item 8: 0
Item 9: 15,594,532
Item 11: 9.664\%
Item 12: HC
Cusip \#698354107
Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 15,594,532
Item 8: 0
Item 9: 15,594,532
Item 11: 9.664\%
Item 12: IN
SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE $13 \mathrm{~d}-1(\mathrm{~b})$ or $13 \mathrm{~d}-2(\mathrm{~b})$
Item 1(a). Name of Issuer:
PANDORA MEDIA INC
Item 1(b). Name of Issuer's Principal Executive Offices:
2101 Webster Street
Suite 1650
Oakland, CA 94612
Item 2(a). Name of Person Filing:
FMR LLC
Item 2(b). Address or Principal Business Office or, if None,
Residence:

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                    8 2 ~ D e v o n s h i r e ~ S t r e e t , ~ B o s t o n ,
Massachusetts 02109
Item 2(c). Citizenship:
    Not applicable
Item 2(d). Title of Class of Securities:
    Common Stock
Item 2(e). CUSIP Number:
698354107
Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b)
and the person filing, FMR LLC, is a parent holding company
in accordance with Section 240.13d-1(b)(ii)(G). (Note: See
Item 7).
Item 4. Ownership
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| (a) A | Amount Beneficially Owned: 15 | 15,594,532 |
| :---: | :---: | :---: |
| (b) P | Percent of Class: 9.664\% |  |
| (c) | Number of shares as to which such |  |
| person has: |  |  |
| (i) S | sole power to vote or to direct |  |
| the vote: 0 | 0 |  |
| (ii) | shared power to vote or to |  |
| direct the vote: 0 |  |  |
| (iii) s | sole power to dispose or to |  |
| direct the disposition of: $15,594,532$ |  |  |
| (iv) s | shared power to dispose or to |  |
| direct the disposition of:$0$ |  |  |

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.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of PANDORA MEDIA INC. The interest of one person, Fidelity Growth Company Fund, an investment company registered under the Investment Company Act of 1940, in the Common Stock of PANDORA MEDIA INC, amounted to $11,407,341$ shares or $7.069 \%$ of the total outstanding Common Stock at December 31, 2011.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below $I$ certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

## Signature

After reasonable inquiry and to the best of my knowledge and belief, $I$ certify that the information set forth in this statement is true, complete and correct.

February 13, 2012
Date
/s/ Scott C. Goebel
Signature

Scott C. Goebel
Duly authorized under Power of Attorney
effective as of June 1, 2008 by and on behalf of FMR LLC and its direct and indirect subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1 (b) or 13d-2 (b)

Pursuant to the instructions in Item 7 of Schedule 13G,
Fidelity Management \& Research Company ("Fidelity"), 82
Devonshire Street, Boston, Massachusetts 02109, a whollyowned subsidiary of $F M R$ LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 , is the beneficial owner of $15,594,532$ shares or $9.664 \%$ of the Common Stock outstanding of PANDORA MEDIA INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940 .

The ownership of one investment company, Fidelity
Growth Company Fund, amounted to $11,407,341$ shares or
7.069\% of the Common Stock outstanding. Fidelity Growth

Company Fund has its principal business office at 82
Devonshire Street, Boston, Massachusetts 02109.

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Edward C. Johnson \(3 d\) and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the \(15,594,532\) shares owned by the Funds.
Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of \(F M R\) LLC, representing \(49 \%\) of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.
Neither FMR LLC nor Edward C. Johnson 3d, Chairman of \(F M R\) LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.
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SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS
FILED PURSUANT TO RULE 13d-1 (b) or 13d-2 (b)
RULE 13d-1 (f) (1) AGREEMENT

The undersigned persons, on February 13, 2012, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of PANDORA MEDIA INC at December 31, 2011.

FMR LLC

By /s/ Scott C. Goebel
Scott C. Goebel
Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel
Scott C. Goebel
Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management \& Research Company
By /s/ Scott C. Goebel
Scott C. Goebel
Senior V.P. and General Counsel

Fidelity Growth Company Fund

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By /s/ Scott C. Goebel
Scott C. Goebel
Secretary

