

Pandora Media, Inc.
Form DEFA14A
April 10, 2018

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed

by

the Registrant or a Party other than the Registrant

Registrant

ý

Check the appropriate box:

..

Preliminary Proxy Statement

..

Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

..

Definitive Proxy Statement

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Definitive Additional Materials

..

Soliciting Material under §240.14a-12

Pandora Media, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

..

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 21, 2018

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 26, 2018

PANDORA Date: May 21, 2018 Time: 9:00 AM PT

MEDIA, INC. Location: One Kaiser Plaza

Suite 235

Oakland, CA 94612

You are receiving this communication because you hold shares in the above named company.

PANDORA This is not a ballot. You cannot use this notice to vote these shares. This communication presents
MEDIA, INC. only an overview of the more complete proxy materials that are available to you on the Internet. You
2101 may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see
WEBSTER reverse side).

STREET

SUITE 1650 We encourage you to access and review all of the important information contained in the proxy
OAKLAND, materials before voting.

CA 94612

See the reverse side of this notice to obtain proxy materials and voting instructions.

— Before You Vote —

How to Access the Proxy Materials
Proxy Materials Available to VIEW or
RECEIVE:

1. NOTICE & PROXY STATEMENT 2.
ANNUAL REPORT/10K

How to View Online:

Have the information that is printed in the
box marked by the arrow (located on
the following page) and visit:
www.proxyvote.com.

How to Request and Receive a PAPER or
E-MAIL Copy:

If you want to receive a paper or e-mail
copy of these documents, you must request
one. There is NO charge for
requesting a copy. Please choose one of the
following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY
E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please
send a blank e-mail with the information
that is printed in the box marked
by the arrow (located on the following
page) in the subject line.

Requests, instructions and other inquiries
sent to this e-mail address will NOT be
forwarded to your investment advisor.
Please make the request as instructed above
on or before May 07, 2018 to facilitate
timely delivery.

— How To Vote —

Please Choose One of the Following Voting Methods

Vote In Person:

Many stockholder
meetings have
attendance
requirements
including, but not

limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote
FOR the following:

1. Election of Directors

Nominees

01 Roger Faxon 02 Timothy Leiweke 03 Mickie Rosen

The Board of Directors recommends you vote FOR the following proposal:

2. Advisory vote to approve the compensation of our named executive officers.

The Board of Directors recommends you vote 3 YEARS on the following proposal:

3. Advisory vote on the frequency of future stockholder advisory votes to approve the compensation of our named executive officers.

The Board of Directors recommends you vote FOR proposals 4 and 5.

4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2018.

5. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to remove certain foreign ownership restrictions on our stock.

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or postponement thereof.
