Pandora Media	a, Inc.											
Form 4 September 16,	2015											
	RITIES AND EXCHANGE COMMISSIO shington, D.C. 20549				OMMISSION	OMB Number:	3235-0287					
Subject to Section 16. Form 4 or				NGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires:January 31, 2005Estimated average burden hours per response0.5			
Form 5 obligations may continue. See Instruction 1(b). 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 Re	sponses)											
1. Name and Address of Reporting Person _2. IssuerFleming-Wood SimonSymbol				pol				5. Relationship of Reporting Person(s) to Issuer				
Pando				lora Media, Inc. [P]				(Check all applicable)				
			te of Earliest Transaction th/Day/Year) 5/2015				Director 10% Owner X Officer (give title Other (specify below) below) Chief Marketing Officer					
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)					
OAKLAND, CA 94612 Form filed by One Reporting Person Form filed by More than One Reporting Person Person												
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned		
	2. Transaction Date Month/Day/Year)	Execution any	n Date, if	Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed and 5 (A) or	of (D)	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)		
Common Stock	09/15/2015			Code V $F^{(1)}$	21,051	(D) D	Price \$ 18.74	148,646	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## Edgar Filing: Pandora Media, Inc. - Form 4

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director 10% Owner		Officer	Other			
Fleming-Wood Simon PANDORA MEDIA, INC. 2101 WEBSTER AVE #1650 OAKLAND, CA 94612			Chief Marketing Officer				
Signatures							
/s/ Jeremy Liegl, Attorney-in-Fact	C	9/16/2015					
**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) Pursuant to the terms of the November 15, 2011 RSU grant as reported on a Form 4 filed on November 16, 2011, 21,051 shares were withheld at vesting to cover required tax withholding.

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.