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

Pandora Mee	dia, Inc.											
Form 4												
March 21, 20												
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	Washington, D.C. 20549					OMB Number:	3235-0	)287				
Check th	s box								Expires:	January		
if no long subject to		F CHANGES IN BENEFICIAL OWNERSHIP OF					Expires: 2005 Estimated average					
Section 16. SECURITIES							burden hou					
Form 4 o Form 5	Form 5 EVEN I A CONTRACT FOR A CONTR						A 6 1024	response		0.5		
	Form 5 obligations obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section											
may cont	inue.			•	Company				1			
<i>See</i> Instru 1(b).	uction	20(11)	) of the m	, estinent	company	1100 \	51 17 1	•				
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>2. Is</u>				ssuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to				
Herring Mic	Symbol					Issuer						
	-	Pandora Media, Inc. [P]				(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(Check an applicable)				
				(Month/Day/Year)				Director 10% Owner				
PANDORA MEDIA, INC., 2101 03/1 WEBSTER STREET #1650			03/17/2	)3/17/2017				X Officer (give title Other (specify below) below) President				
WEBSIER												
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed				led(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
OAKLAND, CA 94612								Form filed by More than One Reporting				
								Person				
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative Se	ecuriti	es Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of		ion Date 2A. Deeme		3.	4. Securities Acquired			5. Amount of	6. Ownership		of	
Security (Month/Day/Year) Execution (Instr. 3) any (Month/Da			on Date, if	n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Form: Direct (D) or	Beneficia	al	
								Owned	Indirect (I)	Ownersh	-	
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	03/17/2017			А	115,000	А	\$0	482,960	D			
Stock	00/1//2017			11	(1)	11	ψυ	.02,200	2			
Common	03/17/2017			А	77,000	А	\$0	559,960	D			
Stock 05/17/2017				A $(2)$			ψŪ	557,700	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.

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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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	Expiration I (Month/Day or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount o Number o Shares	
Common Stock (Right To Purchase)	\$ 11.48	03/17/2017		А	134,000	<u>(3)</u>	03/17/2027	Common Stock	134,00	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Herring Michael S PANDORA MEDIA, INC. 2101 WEBSTER STREET #1650 OAKLAND, CA 94612			President			
Signatures						
lel Joromy Liggt						

/s/ Jeremy Liegl, Attorney-in-Fact

03/21/2017

\*\*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) 25% of the RSUs vest on 2/15/2018 and thereafter 1/16th of the RSUs vest quarterly.
- (2) 50% of the RSUs vest on 2/15/2018 and thereafter 1/8th of the RSUs vest quarterly.
- (3) The option grant will vest over a total of four years with 25% vesting on 2/15/2018 and thereafter 1/48th of the total number of shares vesting monthly.

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.