Pandora Media, Inc. Form 4 July 07, 2017

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

RSHIP OF

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January 31,

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Form 5 obligations may continue. *See* Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Walker Karen Sammis			Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
C/O PANDO INC., 2101 V			(Month/Day/Year) 06/26/2017	Director 10% OwnerX Officer (give title Other (specifically) below) Chief Accounting Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
OAKLAND,	CA 94612		Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Repor Form filed by More than 0 Person				
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	Acquired, Disposed of, or Beneficially Own			

(City)	(State)	Table Table	e I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acqu	uired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
					(4)		Reported				
					(A)		Transaction(s)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
			Code v	Amount	(D)	Price					
Common	06/26/2017		A	103,682	Α	\$0	103,682	D			
Stock	00,20,2017			(1)		Ψ 0	100,002				

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

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SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walker Karen Sammis C/O PANDORA MEDIA, INC. 2101 WEBSTER ST, #1650 OAKLAND, CA 94612

Chief Accounting Officer

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact

07/07/2017

**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) 1/3rd of the RSUs vest on 5/15/2018 and thereafter 1/12th of the RSUs vest quarterly.

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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