FREAR DAVID J Form 4 May 23, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 30(h) of the Investment

1(b).

(Print or Type Responses)

05/21/2018

Stock

1. Name and Address of Reporting Person * FREAR DAVID J			Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			Pandora Media, Inc. [P]				(Check all applicable)				
(Last)	(First) (M	Iiddle) 3. Da	3. Date of Earliest Transaction								
		(Mor	th/Day/Year)				_X_ Director		6 Owner		
C/O PANDORA MEDIA, INC, 2101			05/21/2018				Officer (giv		er (specify		
WEBSTER	STREET, SUITE	1650					below)	below)			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
		Filed	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
OAKLAND	CA 04612						•	More than One Re			
OAKLAND	, CA 94012						Person				
(City)	(State) ((Zip)	Table I - Non-D	Perivative S	ecurities	s Acq	quired, Disposed	of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acqu	ired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date	, if Transacti	etion(A) or Disposed of			Securities	Form: Direct	Indirect		
(Instr. 3) any		•	Code	(D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Y	ear) (Instr. 8) (Instr. 3, 4 and 5)				Owned Indirect (I) Owned				
							Following	(Instr. 4)	(Instr. 4)		
					(A)		Reported Transaction(s)				
					or		(Instr. 3 and 4)				
			Code V	Amount	(D) I	Price	(111301. 3 unu 4)				
Common	05/21/2018		Δ	39,293	Δ	0.3	55 300	D			

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

Α

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.

SEC 1474

(9-02)

D

55,300

\$0

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

(1)

Edgar Filing: FREAR DAVID J - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	str. 3 and 4)	,	Own
	Security										Follo
					(A) or				Repo		
					Disposed				Trans		
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title 1	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other FREAR DAVID J C/O PANDORA MEDIA, INC X 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612

Signatures

/s/ Jeremy Liegl, 05/23/2018 Attorney-in-Fact

**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)** 100% of the RSU grant will vest on the earlier of May 21, 2019 or the date of the 2019 Annual Meeting of Stockholders.

Remarks:

The Reporting Person, an officer of Sirius XM Holdings Inc. ("Sirius") or one of its affiliates, is a member of the board of dire 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.

Reporting Owners 2