Pandora Media, Inc. Form 4 June 06, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Issuer

X Director

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

2. Issuer Name and Ticker or Trading

Pandora Media, Inc. [P]

3. Date of Earliest Transaction

(Month/Day/Year)

Symbol

1(b).

(Last)

(Print or Type Responses)

KAVNER ROBERT M

1. Name and Address of Reporting Person *

(First)

(Middle)

PANDORA MEDIA, INC., 2101 WEBSTER STREET, SUITE 1650			2014				Deficer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
	D, CA 94612						Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	5)	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	06/04/2014		Code V A	Amount 6,996 (1)	(D)	Price \$ 0	34,753	D		
Common Stock	06/04/2014		S(2)	6,000	D	\$ 23.9809 (3)	327,473 (4)	I (5)	By Kavner Partners, a Delaware Multiple Series Limited partnership (Series B)	
Common Stock	06/04/2014		S(2)	4,000	D	\$ 23.9693	184,487	I (7)	By trust	

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(6)

Common Stock	31,867	I (8)	By trust
Common Stock	31,867	I (9)	By trust

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

X

KAVNER ROBERT M
PANDORA MEDIA, INC.
2101 WEBSTER STREET, SUITE 1650
OAKLAND, CA 94612

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact 06/06/2014

**Signature of Reporting Person Date

Reporting Owners 2

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 1 year from the date of grant.
- (2) Shares disposed of pursuant to a previously established Rule 10b5-1 plan.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.36
- (3) to \$24.55, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (4) A portion of these shares are subject to a right of repurchase held by the Issuer.
 - Robert Kavner is an affiliate of Kavner Partners, a Delaware Multiple Series Limited Partnership (Series B). Mr. Kavner disclaims
- (5) beneficial ownership with respect to all shares beneficially owned by Kavner Partners, except to the extent of his pecuniary interests therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.3949 to \$24.55, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (6) to this Form 4.
- (7) Robert M. Kavner and Allyson P. Kavner, Trustees of Kavner Family Trust 1999 u/i dtd. May 17, 1999.
- (8) Robert M. Kavner, Allyson P. Kavner and Thomas J. Ross, Jr. Trustees of Kathryn Ray Kavner Trust 2000 u/i dtd. March 14, 2000.
- (9) Robert M. Kavner, Allyson P. Kavner and Thomas J. Ross, Jr. Trustees of Reed I. Kavner Trust 2000 u/i dtd march 14, 2000.

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.