Pandora Media, Inc. Form 4 June 05, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 * GOTCHER PETER C	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) t Issuer		
	Pandora Media, Inc. [P]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
	(Month/Day/Year)	X Director 10% Owner		
2101 WEBSTER STREET #1650	06/04/2015	Officer (give title below) Other (specification)		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
OAVI AND CA 04612	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
OAKLAND, CA 94612		Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquire (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		of	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(IIIsti. +)
Common Stock	06/04/2015		A	10,882 (1)	A	\$0	17,878	D	
Common Stock							900,006	I	By Trust

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)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)

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1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
GOTCHER PETER C						
2101 WERSTER STREET #1650	Y					

OAKLAND, CA 94612 **Signatures**

/s/ Jeremy Liegl, Attorney-in-Fact 06/05/2015

**Signature of Reporting Person Dat

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 June 4, 2016 or the date of the 2016 Annual Meeting of Stockholders.
- (2) The shares are held by the Peter and Marie-Helene Gotcher Family Trust, dated 11/20/08. Mr. Gotcher is a co-trustee of this trust.

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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