Trimble John Form 4 March 30, 2018

FORM 4

Form 5

1(b).

obligations

may continue.

See Instruction

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *

Trimble John Symbol Pandora Media, Inc. [P] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner Director X_ Officer (give title Other (specify C/O PANDORA MEDIA, 03/29/2018 below) INC., 2101 WEBSTER STREET Chief Revenue Officer #1650

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

OAKLAND, CA 94612

(State)

(Zip)

(City)

		1401	of Tion Berryadive Securities required, Disposed 61, 61 Beneficiary 6 wheat						ij O wiica
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(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)
					()		Reported		
					(A)		Transaction(s)		
			G 1 17		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common Stock	03/29/2018		A	120,000 (1)	A	\$ 0	803,414	D	

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. 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)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Common Stock (Right To Purchase)	\$ 5.03	03/29/2018		A	138,000		(2)	03/29/2028	Common Stock	138,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Trimble John C/O PANDORA MEDIA, INC. 2101 WEBSTER STREET #1650 OAKLAND, CA 94612			Chief Revenue Officer					

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact 03/30/2018

**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) RSUs will vest over a total of three years with 1/3 vesting on 2/15/2019 and thereafter 1/12th of the total number of shares vesting quarterly for the remaining two years.
- (2) The option grant will vest over a total of three years with 1/3 vesting on 2/15/2019 and thereafter 1/36th 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.

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