Edgar Filing: Pandora Media, Inc. - Form 4

| Pandora Med | ia, Inc. | | | | | | | | | | |
|---|--|--|--|--|---------|--------------------|---|--------------------------------------|-------------------------|--|--|
| Form 4 | | | | | | | | | | | |
| June 16, 2014 | 1 | | | | | | | | | | |
| FORM | 4 | | | | | | | | PROVAL | | |
| | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | |
| Check this | er | | | | | | | | | | |
| if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL | | | | | LOW | NERSHIP OF | Estimated a | 2005 average | | | |
| Section 16 | n 16. SECURITIES | | | | | | | burden hours per | | | |
| Form 4 or Form 5 | | uant to Saati | n 16(a) of th | - Saguriti | oc Ev | ahana | ha A at of 1024 | response | 0.5 | | |
| obligation | 18 Section 17(a) | | | | | • | ge Act of 1934, f 1935 or Sectio | n | | | |
| may conti | nue. | | e Investment | • | • • | | | 11 | | | |
| See Instru- 1(b). | cuon | 00(11) 01 01 | • ••••••••••••••••••••••••••••••••••••• | compun. | , | 01 17 | | | | | |
| | | | | | | | | | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| 1 Name and A | ddrass of Doporting D | or:::::::::::::::::::::::::::::::::::: | | | | | 5 Delationship of | Doporting Dor | con(s) to | | |
| Feuille James Symbo | | | ssuer Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | dora Media, I | nc [P] | | | | | | | |
| (1 4) | | | | | | | (Check all applicable) | | | | |
| | | | te of Earliest Transaction th/Day/Year) | | | X Director | 10% | Owner | | | |
| • | | | /12/2014 | | | | Officer (give title Other (specify | | | | |
| CENTER, SUITE 2200 | | | | | | | below) below) | | | | |
| | | | Amendment, Da | endment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | (Month/Day/Year | - | | | Applicable Line) | | | | |
| | | | | | | | _X_Form filed by 0 | One Reporting Pe Iore than One Re | | | |
| SAN FRAN | CISCO, CA 9411 | 1 | | | | | Person | | porting | | |
| (City) | (State) (A | Zip) | Table I - Non-D | erivative S | becurit | ties Acc | quired, Disposed of | f, or Beneficial | ly Owned | | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 3. 4. Securities Acquired | | | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security | (Month/Day/Year) | Execution Date | | on(A) or Di | sposed | l of | Securities | Form: Direct | | | |
| (Instr. 3) | | any (Month/Day/Y | | Code (D) (Instr. 8) (Instr. 3, 4 and 5) | | | - | Indirect (I) O | Beneficial Ownership | | |
| | | (Wolldli/Day/1 | (1150, 100) (1150, 0, 0) (1150, 0, 0, 0) | | |) | Following | | (Instr. 4) | | |
| | | | | | (A) | | Reported | | | | |
| | | | | | or | | Transaction(s) (Instr. 3 and 4) | | | | |
| Comment | | | Code V | Amount | (D) | Price | | | | | |
| Common Stock | 06/12/2014 | | J | 14,084 | D | \$ 0 (1) | 505,393 | D | | | |
| SIUCK | | | | | | | | | | | |

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivativ Security (Instr. 3) | e Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (Instr. | 8)] | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) rivative curities equired) or sposed (D) istr. 3, | | Amou Unde Secur | le and unt of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|--|-----------------------------|---|---|---------------------------------|------|---|--|--------------------|-----------------------|---|---|--|
| | | | | Code | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Addr | ess | Relationships | | | | | | |
|--|-----------|---------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Feuille James TWO EMBARCADERO CEN SUITE 2200 SAN FRANCISCO, CA 9411 | X | | | | | | | |
| Signatures | | | | | | | | |
| James Feuille 0 | 6/16/2014 | | | | | | | |
| <u>**</u> 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).

Certain Restricted Stock Units that the Issuer awarded to Mr. Feuille for his service as a director recently vested. Mr. Feuille is an affiliate of Crosslink Capital, Inc. ("Crosslink") and certain of its affiliates. In his capacity as the representative on the Issuer's board of directors (1) of Crosslink and those affiliates, Mr. Feuille held the Restricted Stock Units for the benefit of the investors in investment funds of which

Crosslink is the investment adviser and those affiliates are the general partner, manager or holder of Class B Units. On the Transaction Date, Mr. Feuille transferred the common stock issued on such vesting to those funds for no additional consideration.

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.