Pandora Media, Inc. Form 4 September 30, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **Conrad Thomas** Issuer Symbol Pandora Media, Inc. [P] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify PANDORA MEDIA, INC., 2101 09/27/2013 below) WEBSTER STREET, SUITE 1650 CTO, EVP Product (Street)

(State)

(Zip)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I. Non Desirative Securities Assuring Disposed of an Deneficially Or

OAKLAND, CA 94612

(City)

(,)	(4)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect				
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form: Direct	Beneficial			
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership			
							Following	Indirect (I)	(Instr. 4)			
					(4)		Reported	(Instr. 4)				
					(A)		Transaction(s)					
			Code V	A	or	D	(Instr. 3 and 4)					
			Code V	Amount	(D)	Price						
Common	09/27/2013		M	137,000	Α	\$	529,190	D				
Stock	0712112013		141	157,000	2 %	0.16	327,170	D				

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

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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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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 o Number o Shares
Common Stock (right to buy)	\$ 0.16	09/27/2013		M		137,000	<u>(1)</u>	07/06/2019	Common stock	137,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Conrad Thomas PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612

CTO, EVP Product

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact 09/30/2013

**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) Fully vested.

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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