#### Edgar Filing: Pandora Media, Inc. - Form 4

Form 4												
August 11,											PROVAL	
FOR	VI 4 UNITED	STATES				AND EX( 1, D.C. 202		NGE COI	MMISSION	OMB Number:	3235-0287	
	this box			c	,	,				Expires:	January 31, 2005	
if no lo subject Sectior Form 4 Form 5	to SIAIE.	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligat may co	ions Section 17	(a) of the I	Public I	Utility	Ho		npany	Act of 19	of 1934, 035 or Section			
(Print or Type	e Responses)											
Westergren Timothy Symb				In					Relationship of Reporting Person(s) to suer			
(Last)	(First)	(Middle)		of Earliest Transaction					(Check all applicable)			
	A MEDIA, INC., R STREET, SUIT		(Month 08/07/	/Day/Ye					X Director X Officer (give t low)		Owner r (specify	
	(Street)		4. If An	nendmei	nt, E	Date Original		6.	Individual or Join	nt/Group Filin	g(Check	
OAKLAN	D, CA 94612		Filed(M	lonth/Day	/Ye	ar)		_X 	plicable Line) [_ Form filed by Or _ Form filed by Mo			
(City)	(State)	(Zip)	Ta	ble I - N	lon-	-Derivative \$	Securi		rson ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	f 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Trans any Code				ransactionDisposed of (D) Secur ode (Instr. 3, 4 and 5) Bene nstr. 8) Own Follo (A) Trans					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/22/2014			G	V	242,164	D	\$ 0	601,793	Ι	By the Mandawa Trust	
Common Stock	07/22/2014			G	V	242,164	А	\$ 0	335,064	D		
Common Stock	08/07/2014			M <u>(1)</u>		26,250	А	\$ 0.28	361,314	D		
Common Stock	08/07/2014			S <u>(1)</u>		26,250	D	\$ 25.4906 (2)	335,064	D		
	08/07/2014			S <u>(1)</u>		48,750	D		286,314	D		

Common	\$
Stock	25.4927
	(3)

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 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)	5. Number of onDerivative Securities 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 or Number of Shares
Common Stock (Right to Buy)	\$ 0.28	08/07/2014		M <u>(1)</u>	26,250	<u>(4)</u>	09/12/2016	Common Stock	26,250

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Westergren Timothy PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 165 OAKLAND, CA 94612	50 X		Founder				
Signatures							
/s/ Jeremy Liegl, Attorney-in-Fact	08/11/2014						
**Signature of Reporting Person	Date						
Evaluation of Deener							

### **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) Shares acquired and disposed of pursuant to a previously established Rule 10b5-1 plan.

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.10 to \$25.96, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

(2) to \$25.50, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer of the scale of t

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.12 to \$25.97, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the

- (3) 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) 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.