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

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pu	STATES SECU Wa MENT OF CHAN rsuant to Section (a) of the Public U 30(h) of the I	<b>ASHINGES IN</b> NGES IN SECUI 16(a) of th Jtility Hol	, D.C. 20 BENEF RITIES ne Securit ding Con	549 ICIA ies E ipany	L OV xchan / Act (	WNERSHIP OF ge Act of 1934, of 1935 or Secti	N OMB Number: Expires: Estimated burden he response	•
1. Name and Address of Reporting KAVNER ROBERT M	Symbol	er Name <b>an</b> a Media,		Tradir	ıg	5. Relationship Issuer	of Reporting P	erson(s) to
(Last) (First) PANDORA MEDIA, INC., WEBSTER STREET, SUIT	(Middle) 3. Date (Month/ 2101 06/05/	of Earliest T Day/Year)				X_ Director	eck all application of the second sec	0% Owner
(Street) OAKLAND, CA 94612		endment, D onth/Day/Yea	-	l		6. Individual or Applicable Line) _X_ Form filed by Form filed by	One Reporting	Person
(City) (State)	(Zip) Tal	ale I - Non-l	Dorivativa	Socur	itios Ad	Person cquired, Disposed	of or Bonofic	ially Owned
1.Title of Security (Instr. 3)2. Transaction Dat (Month/Day/Year)	e 2A. Deemed	3. Transactic Code	4. Securit or(A) or Di (D) (Instr. 3, 4)	ies Ac sposed	quired l of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct	7. Nature of Indirect
Common Stock 06/05/2013		А	14,084 (1)	А	\$0	27,757	D	
Common Stock			_			408,673 <u>(2)</u>	I	By Kavner Partners, a Delaware Multiple Series Limited Partnership (Series B) (3)
Common Stock						256,847	Ι	By Trust (4)

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Common Stock	31,867	Ι	By Trust (5)
Common Stock	31,867	Ι	By Trust (6)

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
KAVNER ROBERT M PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612	Х							
Signatures								
/s/ Jeremy Liegl, Attorney-in-Fact	6/07/2013							
**Signature of Reporting Person	Date							
Explanation of Responses:								

- 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 1 year from the date of grant.

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- (2) A portion of these shares are subject to a right of repurchase held by the Issuer.
- Rober Kavner is an affiliate of Kavner Partners, a Delaware Multiple Series Limited Partnership (Series B). Mr. Kavner disclaims(3) beneficial ownership with respect to all shares beneficially owned by Kavner Partners, except to the extent of his pecuniary interests therein.
- (4) Robert M. Kavner and Allyson P. Kavner, Trustees of Kavner Family Trust 1999 u/i dtd. May 17, 1999.
- (5) Robert M. Kavner Allyson P. Kavner and Thomas J. Ross, Jr., Trustees of Kathryn Ray Kavner Trust 2000 u/i dtd. March 14, 2000.
- (6) Robert M. Kavner, Allyson P. Kavner and Thomas J. Ross, Jr., Trustees of Reed I. Kavner Trust 2000 u/i dtd. March 14, 2000.

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.