

Pandora Media, Inc.  
Form SC 13D/A  
September 28, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

PANDORA MEDIA, INC.  
(Name of Issuer)

COMMON STOCK, \$0.0001 PAR VALUE  
(Title of Class of Securities)

698354107  
(CUSIP Number)

Keith Meister  
Patrick J. Dooley, Esq.  
Corvex Management LP  
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One Bryant Park  
New York, NY 10036  
(212) 872-8069

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 27, 2017  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 698354107

Name of Reporting Person:

1. CORVEX MANAGEMENT LP

Check the Appropriate Box if a Member of a Group (See Instructions):

2. (a)  (b)

3. SEC Use Only:

Source of Funds (See Instructions):

4. AF

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

5. Citizenship or Place of Organization:

6. DELAWARE

Sole Voting Power:

7. Number of Shares Beneficially Owned by Each Reporting Person With

11,412,824\*

Shared Voting Power:

8. 0

Sole Dispositive Power:

9. 11,412,824\*

Shared Dispositive Power:

10. 0

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 11,412,824\*

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

12.

Percent of Class Represented by Amount in Row (11):

13. 4.7%\*

14. Type of Reporting Person (See  
Instructions):  
PN, IA

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(\*) See Item 5.

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CUSIP No. 698354107

Name of Reporting Person:

1. KEITH MEISTER

Check the Appropriate Box if a  
Member of a Group (See  
Instructions):

2. (a)  (b)

3. SEC Use Only:

Source of Funds (See Instructions):

4. AF

Check if Disclosure of Legal  
Proceedings Is Required Pursuant  
to Items 2(d) or 2(e):

5. Citizenship or Place of  
Organization:

6. United States

Sole Voting Power:

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7.

11,412,824\*

Shared Voting Power:

8.

0

Sole Dispositive Power:

9.

11,412,824\*

Shared Dispositive Power:

10.

0

11. Aggregate Amount Beneficially  
Owned by Each Reporting Person:

11,412,824\*

12. Check if the Aggregate Amount in  
Row (11) Excludes Certain Shares  
(See Instructions):

13. Percent of Class Represented by  
Amount in Row (11):

4.7%\*

14. Type of Reporting Person (See  
Instructions):  
IN, HC

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(\*) See Item 5.

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This Amendment No. 3 supplements the information set forth in the Schedule 13D filed by Corvex Management LP and Keith Meister with the United States Securities and Exchange Commission (the "SEC") on May 16, 2016, as previously amended (the "Schedule 13D"), relating to the shares of Common Stock, par value \$0.0001 per share (the "Shares"), of Pandora Media, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is supplementally amended as follows.

Item 5. Interest in Securities of the Issuer

(a)-(b) Corvex may be deemed to be the beneficial owner of 11,412,824 Shares, which represent approximately 4.7% of the Issuer's outstanding Shares. By virtue of his position as control person of the general partner of Corvex, Mr. Meister may be considered to beneficially own such Shares. The Reporting Persons may be deemed to have sole power to vote and sole power to dispose of such Shares.

The percentage calculated in the immediately foregoing paragraph is calculated based on a total of 242,621,114 Shares outstanding as of July 27, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on August 1, 2017.

The Reporting Persons' advised Corvex Funds have entered into cash-settled swaps which represent economic exposure comparable to a notional interest in 3,695,715 Shares (representing economic exposure comparable to approximately 1.5% of the outstanding Shares). Under the terms of the swaps, (i) the relevant Corvex entity will be obligated to pay to the counterparty any negative price performance of the specified notional number of Shares subject to the swaps as of the expiration date of such swaps, plus interest rates set forth in the applicable contracts, and (ii) the counterparty will be obligated to pay the relevant Corvex entity any positive price performance of the specified notional number of Shares subject to the swaps as of the expiration date of the swaps. All balances will be settled in cash. The swaps do not give the Reporting Persons or Corvex Funds direct or indirect voting, investment or dispositive control over any securities of the Issuer and do not require the counterparty thereto to acquire, hold, vote or dispose of any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership of any Shares that may be referenced in the swap contracts or Shares or other securities or financial instruments that may be held from time to time by any counterparty to the contracts.

The Reporting Persons may be deemed to beneficially own \$15,000,000 principal amount of the Issuer's 1.75% Convertible Senior Note due 2020, which is convertible into Shares at a conversion ratio of 60.905 Shares per \$1,000 principal amount (the "Convertible Note"). The Reporting Persons cannot currently convert the Convertible Note into Shares as its convertibility is subject to certain material contingencies outside the control of the Reporting Persons, and the Issuer has the option in its sole discretion to settle a conversion of the Convertible Note in cash rather than Shares, and as a result the Reporting Persons do not consider the Shares underlying the Convertible Note as being beneficially owned by them.

(c) On September 27, 2017, the Reporting Persons on behalf of the Corvex Funds sold 7,000,000 Shares in a single block trade for \$7.85 per Share (inclusive of commissions). Except as set forth herein, there have been no transactions in the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) The limited partners of (or investors in) each of the private investment funds for which Corvex or its affiliates acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) On September 27, 2017, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares of the Issuer.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 28, 2017      CORVEX  
MANAGEMENT LP

By: /s/ Keith Meister  
Keith Meister  
Managing Partner

Date: September 28, 2017      KEITH MEISTER

By: /s/ Keith Meister  
Keith Meister