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**NYSE Euronext**

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June 9, 2011

Ms. Cecile Peters  
Chief, Information Technology  
Division of Corporation Finance  
100 F Street, NE MS 3040  
Washington, DC 20549

JUN 09 2011  
Washington, DC 20549

*CERT NYS*  
*File No. 001-35198*

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933 PANDORA MEDIA, INC., Common stock, par value \$0.0001 per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on June 7, 2011. Tentative listing date – June 15, 2011.

Sincerely,