UNITED STATES SECURITIES AND EXCHANGE

	SECU	Washington, D.C. 20549	11881UN
		FORM 8-K	
		CURRENT REPORT Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934	
		Date of Report (Date of earliest event reported): November 21, 201	3
		Pandora Media, Inc. (Exact name of registrant as specified in its charter)	
	Delaware (State or other jurisdiction of incorporation)	001-35198 (Commission File Number)	94-3352630 (IRS Employer Identification No.)
		2101 Webster Street, Suite 1650 Oakland, CA 94612 (Address of principal executive offices, including zip code)	
		(510) 451-4100 (Registrant's telephone number, including area code)	
		Not Applicable (Former name or former address, if changed since last report)	
Che	ck the appropriate box below if the Form 8-K	filing is intended to simultaneously satisfy the filing obligation of the	registrant under any of the following provisions:
	Written communications pursuant to Rule 4	25 under the Securities Act (17 CFR 230.425)	
	Soliciting material pursuant to Rule 14a-12	under the Exchange Act (17 CFR 240.14a-12)	
	Pre-commencement communications pursua	ant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
	Pre-commencement communications pursua	ant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
Iter	n 2.02 Results of Operations and Financi	al Condition.	
	November 21, 2013, Pandora Media, Inc. issue arnished as Exhibit 99.1 to this current report a	ed a press release announcing its financial results for the fiscal quarter and is incorporated herein by reference.	ended October 31, 2013. A copy of the press release
ame	nded (the "Exchange Act"), or otherwise subj	ading the exhibit attached, shall not be deemed "filed" for purposes of sect to the liabilities of that section, nor shall it be deemed incorporated as shall be expressly set forth by specific reference in such a filing.	
Iter	n 9.01 Financial Statements and Exhibits	S.	

Results of Operations and Financial Condition Item 2.02

(d)	Exhibits.		
Exhibit No.		Exhibit Description	
99.1		Press Release dated November 21, 2013	

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

PANDORA MEDIA, INC.

Dated: November 21, 2013

By: /s/ Michael S. Herring

Michael S. Herring Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release dated November 21, 2013
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PANDORA REPORTS RECORD 3QFY14 FINANCIAL RESULTS

- · Pandora closes record revenue quarter, with non-GAAP revenue of \$181.6 million, growing 50% year-over-year
- Mobile advertising revenue exceeds \$100 million, growing 58% year-over-year to \$104.9 million
- · 3Q14 GAAP total revenue of \$180.4 million, growing 50% year-over-year
- · 3Q14 total listener hours of 4.18 billion, growing 17% year-over-year
- Share of total U.S. radio listening for Pandora in October 2013 was 8.06%, an increase from 6.61% at the same time last year
- · 70.9 million active users, growing 20% year-over-year

OAKLAND, Calif — November 21, 2013 — Pandora (NYSE: P), the leading Internet radio service, today announced financial results for the third quarter of fiscal year 2014 ended on October 31, 2013.

"Pandora continues to monetize effectively across the board," stated Brian McAndrews, CEO, President & Chairman of Pandora. "Mobile advertising revenue surpassed the \$100 million milestone during the quarter, which drove increased operating leverage. At the same time, Pandora continues to lead the market in mobile innovations, with a complete redesign for the iPad and the debut of the Android tablet app. We plan to continue to aggressively invest in the business as we seek to deliver the best personalized radio service for users."

Fiscal Third Quarter Ended October 31, 2013 Financial Results

Total Revenue: For the third quarter of fiscal 2014, GAAP total revenue was \$180.4 million, a 50% year-over-year increase. Non-GAAP total revenue(1) was \$181.6 million, a 50% year-over-year increase, including \$1.2 million in revenue relating to our subscription return reserve. Advertising revenue was \$144.3 million, a 36% year-over-year increase. Non-GAAP subscription and other revenue was \$37.2 million, a 156% year-over-year increase, including \$1.2 million in revenue relating to our subscription return reserve.

(1) The subscription return reserve consists of revenue that we defer on a GAAP basis because we have limited operating history with certain mobile subscription refund rights. The Company is required to defer revenue until the refund rights lapse or until it has developed sufficient transaction history to estimate a reserve. The subscription return reserve is excluded from the subscription services and other revenue line of our GAAP presentation. Management includes revenue relating to the subscription return reserve because they believe that this non-GAAP measure will provide greater comparability with future GAAP revenue once sufficient transaction history is developed and a return reserve can be estimated. The Company expects to have sufficient transaction history to estimate a subscription return reserve in January 2014. As such, the Company expects that GAAP revenue results will include a one-time reversal of substantially all of the deferred revenue related to the subscription return reserve in that period.

EPS: For the third quarter of fiscal 2014, GAAP basic and diluted EPS were (\$0.01). NonGAAP diluted EPS was \$0.06, including \$1.2 million in revenue relating to our subscription return reserve and excluding \$12.6 million in expense from stock-based compensation and \$0.2 million in amortization of intangible assets. GAAP basic and diluted EPS were based on 184.7 million weighted average shares outstanding. Non-GAAP diluted EPS was based on 208.1 million weighted average shares outstanding.

Cash: For the third quarter of fiscal 2014, the Company ended with \$447.8 million in cash, cash equivalents and short-term investments, compared with \$68.9 million at the end of the prior quarter. For the third quarter of fiscal 2014, Pandora's cash provided by operating activities was \$4.1 million compared to \$0.9 million used in the year-ago quarter. In addition, Pandora raised \$379.1 million in a follow-on equity offering in September 2013.

Other Business Metrics

Total listener hours: Total listener hours grew 17% to 4.18 billion for the third quarter of fiscal 2014, compared to 3.56 billion for the third quarter of fiscal 2013.

Guidance

Pandora's conversion to a calendar-based fiscal year will be complete on December 31, 2013. The next report on financial results will cover the twemonth transition period ending December 31, 2013. Although the Company does not plan to report financial results for the three and twelve months ending January 31, 2014, it is providing guidance for those periods to enable investors to understand its results in a manner consistent with its prior reporting and currently published estimates.

Based on information available as of November 21, 2013, the Company is providing the following financial guidance:

Three Months Ending January 31, 2014 Guidance Non-GAAP revenue is expected to be in the range of \$185 million to \$190 million. Non-GAAP diluted EPS is expected to be between \$0.02 and \$0.04. Non-GAAP diluted EPS excludes revenue relating to our subscription return reserve, excludes stockbased compensation expense and amortization of intangible assets, assumes minimal tax expense given our net operating loss position and is based on 218 million diluted weighted average shares outstanding for the three months ending January 31, 2014.

Twelve Months Ending January 31, 2014 Guidance Non-GAAP revenue is expected to be in the range of \$657 million to \$662 million. NonGAAP diluted EPS is expected to be between \$0.03 and \$0.05. Non-GAAP diluted EPS excludes revenue relating to our subscription return reserve, excludes stockbased compensation expense and amortization of intangible assets, assumes minimal tax expense given our net operating loss position and is based on 204 million diluted weighted average shares outstanding for the twelve months ending January 31, 2014.

Two Months Ending December 31, 2013 Guidance Non-GAAP revenue is expected to be in the range of \$132 million to \$136 million. Non-GAAP diluted EPS is expected to be between \$0.05 and \$0.07. Non-GAAP diluted EPS excludes revenue relating to our subscription return reserve, excludes stockbased compensation expense and amortization of intangible assets, assumes minimal tax expense given our net operating loss position and is based on 218 million diluted weighted average shares outstanding for the two months ending December 31, 2013.

The Company has posted supplementary financial information on the Investor Relations section of its website to recast certain financial results to the calendarbased fiscal year. This information has been updated to reflect the Company's financial results through September 30, 2013.

Fiscal Third Quarter Ended October 31, 2013 Financial Results Conference CallPandora will host a conference call today at 2 p.m. PT/ 5 p.m. ET to discuss the third quarter fiscal year 2014 financial results with the investment community. A live webcast of the event will be available on the Pandora Investor Relations website at http://investor.pandora.com. A live domestic dial-in is available at (877) 355-0067 or internationally at (443) 853-1239. A domestic replay will be available at (855) 8592056 or internationally at (404) 537-3406, using passcode 97313188, and available via webcast until December 5, 2013.

ABOUT PANDORA

Pandora (NYSE: P) gives people music and comedy they love anytime, anywhere, through connected devices. Personalized stations launch instantly with the input of a single "seed" — a favorite artist, song or genre. The Music Genome Project®, a deeply detailed hand-built musical taxonomy, powers the personalization of Pandora® internet radio by using musicological "DNA" and constant listener feedback to craft personalized stations from a growing collection of more than one million tracks. Tens of millions of people turn on Pandora every month to hear music they love. www.pandora.com

"Safe harbor" Statement:

This press release contains forward-looking statements within the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding expected revenue and non-GAAP EPS. These forward-looking statements are based on Pandora's current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results, performance or achievement to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: our operation in an emerging market and our relatively new and evolving business model; our ability to estimate revenue reserves; our ability to increase our listener base and listener hours; our ability to attract and retain advertisers; our ability to generate additional revenue on a cost-effective basis; competitive factors; our ability to continue operating under existing laws and licensing regimes; our ability to establish and maintain relationships with makers of mobile devices, consumer electronic products and automobiles; our ability to manage our growth; our ability to continue to innovate and keep pace with changes in technology and our competitors; risks related to service interruptions or security breaches; and general economic conditions worldwide. Further information on these factors and other risks that may affect our business is included in filings we make with the Securities and Exchange Commission (SEC) from time to time, including our Annual Report on Form 10-K and our Form 10-Q for the current period, particularly under the heading "Risk Factors."

The financial information contained in this press release should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's most recent reports on Form 10-K and Form 10-Q, each as they may be amended from time to time. The Company's results of operations for the current period are not necessarily indicative of the Company's operating results for any future periods.

These documents are available online from the SEC or on the SEC Filings section of the Investor Relations section of our website at investor.pandora.com. Information on our website is not part of this release. All forward-looking statements in this press release are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events.

Non-GAAP Financial Measures

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States ("GAAP"), we use the following non-GAAP measures of financial performance: non-GAAP revenue, non-GAAP subscription revenue, non-GAAP basic EPS and non-GAAP diluted EPS. The presentation of this additional financial information is not intended to be considered in isolation from, as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. These non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP. In addition, these non-GAAP financial measures may be different from the non-GAAP financial measures used by other companies. These non-GAAP measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures. Management compensates for these limitations by reconciling these non-GAAP financial measures to the most comparable GAAP financial measures within our earnings releases.

These non-GAAP financial measures differ from GAAP in that they include an effect on revenue relating to our subscription return reserve, which consists of deferred revenue related to subscriptions that are sold with return rights and exclude expense from stock- based compensation and amortization of intangible assets.

The subscription return reserve consists of revenue that we defer on a GAAP basis because we have limited operating history with certain mobile subscription refund rights. We are required to defer revenue until the refund rights lapse or until we have developed sufficient transaction history to estimate a reserve. The subscription return reserve is excluded from the subscription services and other revenue line of our GAAP presentation. The subscription return reserve is expected to be released in January 2014 when sufficient transaction history is developed and a return reserve can be estimated. For periods ending as of and prior to January 2014, management includes an effect on revenue relating to our subscription return reserve because we believe that this non-GAAP measure will provide greater comparability with future GAAP revenue.

Stock-based compensation consists of expenses for stock options and other awards under our equity incentive plans. Stock-based compensation is included in the following cost and expense line items of our GAAP presentation:

- · Cost of revenue Other
- · Product development
- · Sales and marketing
- \cdot General and administrative

Although stock-based compensation is an expense for us and is viewed as a form of compensation, management excludes stockbased compensation from our non-GAAP measures for purposes of evaluating our continuing operating performance primarily because it is a non-cash expense not believed by management to be reflective of our core business, ongoing operating results or future outlook. In addition, the value of stock-based instruments is determined using formulas that incorporate variables, such as market volatility, that are beyond our control.

Intangible amortization consists of non-cash charges that can be affected by the timing and magnitude of business combinations and asset purchases. Amortization for currently owned intangible assets is included in the general and administrative expense line of our GAAP presentation. Management considers its operating results without these charges when evaluating its ongoing performance because it is a non-cash expense not believed by management to be reflective of our core business, ongoing operating results or future outlook.

We believe these non-GAAP financial measures serve as useful metrics for our management and investors because they enable a better understanding of the longerm performance of our core business and facilitate comparisons of our operating results over multiple periods and to those of peer companies, and, when taken together with the corresponding GAAP financial measures and our reconciliations, enhance investors' overall understanding of our current financial performance.

In the financial tables below, we provide a reconciliation of the most comparable GAAP financial measure to the historical nonGAAP financial measures used in this earnings release.

We estimate revenue generated through both our mobile and other connected devices platform as well as our traditional computer platform. While we believe that such disaggregated revenue estimates provide directional insight for evaluating our efforts to monetize our service through these platforms, we do not validate such disaggregated revenue to the level of financial statement reporting. Such metrics should be seen as indicative only and as management's best estimate.

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Pandora Media, Inc. Condensed Consolidated Statements of Operations (In thousands, except per share amounts) (Unaudited)

		Three mo	nths end oer 31,	led	Nine months ended October 31,					
		2012	, c. c. i,	2013		2012	,	2013		
Revenue						,				
Advertising	\$	106,258	\$	144,346	\$	266,239	\$	378,012		
Subscription services and other		13,747		36,030		35,817		85,229		
Total revenue		120,005		180,376		302,056		463,241		
Costs and expenses										
Cost of revenue - Content acquisition costs		65,713		86,989		182,053		251,722		
Cost of revenue - Other (1)		8,338		12,423		22,769		33,239		
Product development (1)		4,371		8,848		12,965		23,807		
Sales and marketing (1)		26,714		50,575		73,631		136,452		
General and administrative (1)		12,700		23,038		33,914		55,599		
Total costs and expenses		117,836	_	181,873		325,332	_	500,819		
Income (loss) from operations		2,169		(1,497)		(23,276)		(37,578)		
				() /		(2)		(==,,==,,		
Other income (expense)										
Interest income		19		5		76		30		
Interest expense		(137)		(167)		(397)		(460)		
Other income, net		1		(21)		1		(16)		
Income (loss) before provision for income taxes		2,052		(1,680)		(23,596)		(38,024)		
Income tax benefit (expense)		_		(20)		5		(50)		
Net income (loss)	\$	2,052	\$	(1,700)	\$	(23,591)	\$	(38,074)		
Basic net income (loss) per share	\$	0.01	\$	(0.01)	\$	(0.14)	\$	(0.21)		
Weighted-average basic shares		169,391		184,676		167,423		177,913		
Diluted net income (loss) per share	\$	0.01	\$	(0.01)	\$	(0.14)	\$	(0.21)		
Weighted-average diluted shares	Ψ	190,278	Ψ	184,676	Ψ	167,423	Ψ	177,913		
Wegined avoided analysis		170,278		104,070		107,423		177,713		
(1) Includes stock-based compensation expense as follows:										
()		2012		2013		2012		2013		
Cost of revenue - Other	\$	333	\$	562	\$	900	\$	1,513		
Product development		1,180		2,553		3,351		6,841		
Sales and marketing		3,186		5,830		8,854		15,816		
General and administrative		2,374		3,702		5,505		6,400		
Total stock-based compensation expense	\$	7,073	\$	12,647	\$	18,610	\$	30,570		

Pandora Media, Inc. Condensed Consolidated Balance Sheets (In thousands) (Unaudited)

	As o	f January 31, 2013	A	as of October 31, 2013
Assets				
Current assets:				
Cash and cash equivalents	\$	65,725	\$	442,380

Short-term investments	23,247		5,449
Accounts receivable, net	103,410		141,796
Prepaid expenses and other current assets	6,232		10,240
Total current assets	198,614		599,865
Property and equipment, net	17,758		27,768
Other long-term assets	2,460		10,053
Total assets	\$ 218,832	\$	637,686
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	\$ 4,471	\$	7,526
Accrued liabilities	7,590	Ψ	16,747
Accrued royalties	53,083		58,499
Deferred revenue	29,266		43,088
Accrued compensation	21,560		18,037
Total current liabilities	115,970		143,897
Other long-term liabilities	3,873		8,239
Total liabilities	119,843		152,136
Stockholders' equity			
Common stock	17		19
Additional paid-in capital	238,552		663,212
Accumulated deficit	(139,574)		(177,648)
Accumulated other comprehensive loss	$\underline{\hspace{1cm}}$		(33)
Total stockholders' equity	98,989		485,550
Total liabilities and stockholders' equity	<u>\$ 218,832</u>	\$	637,686

Pandora Media, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited)

	Three months ended October 31,					Nine months ended October 31.					
		2012	,	2013		2012		2013			
Operating Activities											
Net income (loss)	\$	2,052	\$	(1,700)	\$	(23,591)	\$	(38,074)			
Adjustments to reconcile to net cash provided by (used in) operating activities:											
Depreciation and amortization		1,811		3,269		5,147		8,171			
Loss on disposition of assets		_		_		23		_			
Stock-based compensation		7,073		12,647		18,610		30,570			
Amortization of premium on investments		87		4		279		57			
Amortization of debt issuance costs		66		55		198		187			
Changes in assets and liabilities:											
Accounts receivable		(17,477)		(18,916)		(31,126)		(38,386)			
Prepaid expenses and other assets		(1,360)		(4,023)		(2,036)		(4,715)			
Accounts payable and accrued liabilities		2,815		8,662		4,532		13,909			
Accrued royalties		4,077		5,686		10,608		5,416			
Accrued compensation		(2,853)		(1,861)		(243)		(3,319)			
Deferred revenue		2,831		(760)		7,744		13,822			
Reimbursement of cost of leasehold improvements				1,057		1,243		1,555			
Net cash provided by (used in) operating activities		(878)		4,120		(8,612)		(10,807)			
Investing Activities											
Purchases of property and equipment		(2,094)		(4,260)		(5,981)		(14,891)			
Purchases of patents						_		(8,000)			
Changes in restricted cash		_		3,200		_		(5,555)			
Purchases of short-term investments		(15,031)		(2,599)		(50,124)		(20,426)			
Proceeds from maturities of short-term investments		24,900		12,450		73,460		38,160			
Payments related to acquisition		2.,,,,,,						(400)			
Net cash provided by (used in) investing activities		7,775		8,791		17,355		(5,557)			
Financing activities											
Borrowings under debt arrangements		_		_		_		10,000			
Repayments of debt		_		(10,000)		_		(10,000)			
Proceeds from follow-on offering, net of issuance costs		_		379,088		_		379,088			
Proceeds from issuance of common stock		1,498		7,666		5.065		14,884			
Tax withholdings related to net share settlements of restricted stock units		(208)		(480)		(208)		(480)			
Payment of debt issuance costs in connection with the debt refinancing		(200)		(450)		(200)		(450)			
Net cash provided by financing activities		1,290		375,824		4,857		393,042			
Effects of fourier symmetry translation on each and each equivalents		(1)		25		(1)		(22)			
Effects of foreign currency translation on cash and cash equivalents		(1)		35		(1)		(23)			
Net increase in cash and cash equivalents		8,186		388,770		13,599		376,655			
Cash and cash equivalents at beginning of period		49,539		53,610		44,126		65,725			
Cash and cash equivalents at end of period	\$	57,725	\$	442,380	\$	57,725	\$	442,380			

Pandora Media, Inc. Reconciliation of GAAP to Non-GAAP Measures (In thousands, except per share amounts) (Unaudited)

	Three mor		Nine months ended October 31,					
	 2012		2013		2012		2013	
Revenue								
GAAP total revenue	\$ 120,005	\$	180,376	\$	302,056	\$	463,241	
Subscription return reserve	824		1,204		2,944		8,912	
Non-GAAP total revenue	\$ 120,829	\$	181,580	\$	305,000	\$	472,153	
Net income (loss)								
GAAP net income (loss)	\$ 2,052	\$	(1,700)	\$	(23,591)	\$	(38,074)	
Subscription return reserve	824		1,204		2,944		8,912	
Amortization of intangibles	_		183		_		244	
Stock-based compensation	7,073		12,647		18,610		30,570	
Non-GAAP net income (loss)	\$ 9,949	\$	12,334	\$	(2,037)	\$	1,652	
Basic EPS								
GAAP basic EPS	\$ 0.01	\$	(0.01)	\$	(0.14)	\$	(0.21)	
Subscription return reserve (1)	0.01		0.01		0.02		0.05	
Amortization of intangibles (1)	_		_		_		_	
Stock-based compensation (1)	0.04		0.07		0.11		0.17	
Non-GAAP basic EPS	\$ 0.06	\$	0.07	\$	(0.01)	\$	0.01	
Shares used in computing basic EPS	169,391		184,676		167,423		177,913	
Diluted EPS								
GAAP diluted EPS	\$ 0.01	\$	(0.01)	\$	(0.14)	\$	(0.21)	
Subscription return reserve (1)	_		0.01		0.02		0.05	
Amortization of intangibles (1)	_		_		_		_	
Stock-based compensation (1)	0.04		0.06		0.11		0.17	
Non-GAAP diluted EPS	\$ 0.05	\$	0.06	\$	(0.01)	\$	0.01	
Shares used in computing diluted EPS	190,278		208,080		167,423		199,523	

⁽¹⁾ EPS may not recalculate due to rounding

Pandora Media, Inc. Monetization: RPM History (Unaudited)

	F	Y2012	FY2013							FY2014							
	FY		Q1		Q2		Q3		Q4		FY		Q1		Q2		Q3
Advertising RPMs																	
Traditional computer	\$	62.68	\$ 46.52	\$	57.14	\$	58.03	\$	53.53	\$	53.73	\$	48.16	\$	59.31	\$	57.54
Mobile and other connected devices	\$	21.05	\$ 17.88	\$	22.17	\$	25.59	\$	23.51	\$	22.53	\$	23.23	\$	33.90	\$	36.00
Total advertising	\$	32.22	\$ 24.82	\$	29.48	\$	32.40	\$	29.26	\$	29.13	\$	28.02	\$	38.87	\$	40.11
Total RPMs																	
Traditional computer	\$	58.84	\$ 45.54	\$	55.02	\$	56.40	\$	52.82	\$	52.36	\$	48.04	\$	57.37	\$	57.33
Mobile and other connected devices	\$	21.93	\$ 18.86	\$	23.32	\$	26.96	\$	25.05	\$	23.83	\$	25.31	\$	36.17	\$	39.64
Total	\$	33.32	\$ 26.09	\$	30.68	\$	33.73	\$	30.86	\$	30.49	\$	30.01	\$	40.52	\$	43.19
Total RPMs based on non-GAAP																	
revenue																	
Traditional computer	\$	58.86	\$ 45.64	\$	55.19	\$	56.50	\$	53.00	\$	52.50	\$	48.33	\$	57.75	\$	57.44
Mobile and other connected devices	\$	22.01	\$ 19.16	\$	23.81	\$	27.23	\$	25.50	\$	24.21	\$	26.15	\$	37.59	\$	39.97
Total	\$	33.38	\$ 26.33	\$	31.09	\$	33.96	\$	31.25	\$	30.82	\$	30.74	\$	41.73	\$	43.48