UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Sze David L			2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_Director10% Owner				
INC., 2101 W				t Transa	tion (Month/Day/Year)			-	Office	r (give title belo	ow)	Other (specify b	pelow)
(Street) OAKLAND, CA 94612			4. If Amendment, Date Original Filed(Month/Day/Year) 10/29/2014						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						Owned					
Date	Date (Month/Day/Year)		Execution Date, if any				4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Ownership Form:	Beneficial	
		(Month/Day/Yea		Code	V	V Amount (D) Price		(Instr. 3 and 4)			or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
10/28	3/2014			S		30,000	$D \begin{vmatrix} 1 \\ 1 \end{vmatrix}$	9.424	630,82	8 (1)		D	
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Date Execution Month/Day/Year) any		4. Transaction Code		5. Number of Derivat Securiti	6. an (Note the set of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Tit Amo Unde Secur	ount of erlying rities			Owners Form of Derivati Security Direct (or Indire	Ownershi (Instr. 4)
				(Instr. 3 4, and 5								(msu. i	,
	Transaction the fonth/Day/Year)	First) (Middle) INC., 2101 WEBSTER 0 Street) 2. Transaction Date (Month/Day/Year) 10/28/2014 Transaction arate line for each class of secur Table II - I (Contraction and the Execution Date and Executi	Pandor. Sirret) (Middle) 3. Date of 10/28/2 State) (Zip) 4. If Am 10/29/2 2. Transaction Date (Month/Day/Year) 2A. Deem Execution any (Month/Day/Year) 2A. Deem Exe	Pandora Medi First) (Middle) INC., 2101 WEBSTER O Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 10/28/2014 Table II - Derivative Securit (e.g., puts, calls, water (e.g., puts, calls,	Pandora Media, Inc. Sirst) (Middle) INC., 2101 WEBSTER O Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) Code 10/28/2014 S Table II - Derivative Securities Acques. (e.g., puts, calls, warrants, Transaction any (Month/Day/Year) Transaction O O Transaction O O O O O O O O O O O O O	Pandora Media, Inc. [P] Sirst) (Middle) INC., 2101 WEBSTER 0 Street)	Pandora Media, Inc. [P] 3. Date of Earliest Transaction (Month/Da 10/28/2014 4. If Amendment, Date Original Filed(Mont 10/29/2014 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) 10/28/2014 2. Transaction Date (Instr. 8) 2. Transaction Execution Date, if any (Month/Day/Year) 10/28/2014 S 3. Transaction (A) or Date (Instr. 8) Code V Amount Code V Amount Code (Persons where the form distriction any (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converting any (Month/Day/Year) Transaction any (Month/Day/Year) Transaction (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) A. Transaction (A) or Date (Instr. 8) Code V Amount Code (Persons where the form distriction any (Month/Day/Year) (Month/Day/Year) Transaction (Month/Day/Year)	Pandora Media, Inc. [P] 3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014 4. If Amendment, Date Original Filed(Month/Day/Year) 10/29/2014 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. (A) Or (Code V Amount (D) Persons who respocentained in this for the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible securities and Execution Date (Instr. 8) Transaction Ode (Instr. 8) Persons who respocentained in this for the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible securities and Expiration Date (Month/Day/Year) (Month/Day/Year) (Instr. 8) Persons who respocentained in this for the form displays a Table II - Derivative Securities Acquired (Month/Day/Year)	Pandora Media, Inc. [P] 3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014 4. If Amendment, Date Original Filed(Month/Day/Year) 10/29/2014 2. Transaction Date (Month/Day/Year) 3. Transaction (Lode (Instr. 8) 2. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) Or Price 10/28/2014 S	Pandora Media, Inc. [P] 3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014 4. If Amendment, Date Original Filed(Month/Day/Year) 10/29/2014 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (State) (Zip) (Zi	Pandora Media, Inc. [P] 3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014 4. If Amendment, Date Original Filed(Month/Day/Year) 10/29/2014 5. Individual or Joint/ X. Form filed by One Repel Form filed by More than 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) Date (Instr. 8) 2. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (A) (A) (D) (Instr. 3 and 4) (Instr. 3 and 4) Persons who respond to the collection of ind contained in this form are not required to retain the form displays a currently valid OMB contained in this form are not required to retain the form displays a currently valid OMB contained and Expiration Date (Month/Day/Year) Transaction any (Month/Day/Year) 3. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (Instr. 3, 4 and 5) (Breefficially Owned (Bree) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5	Pandora Media, Inc. [P] Pandora Media, Inc. [P] Since of Earliest Transaction (Month/Day/Year) A. If Amendment, Date Original Filed (Month/Day/Year) A. If Amendment, Date O	Pandora Media, Inc. [P] Check all applicable) Director Diffect (give title below) Other (specify below) Other (spec

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Sze David L PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND, CA 94612	X					

Signatures

/s/ Jeremy Liegl, Attorney-in-Fact	12/30/2014
**Signature of Reporting Person	Date

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) The sale originally reported did not in fact occur and the sale is being re-reported solely to allow the insider to gain access to the filing system to file the amended report. The number of shares reflected in Column 5 is the number currently owned by the insider.

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.