## FORM 4

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

OMB APPROVAL
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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

Name and Address of Reporting Person*  Hirschhorn Jason			2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner				
(Last) (First) (Middle) C/O PANDORA MEDIA, INC., 2101 WEBSTER STREET, #1650 (Street) OAKLAND, CA 94612			Date of Earliest Transaction (Month/Day/Year)     08/07/2017      If Amendment, Date Original Filed(Month/Day/Year)						Office	r (give title belo	ow)(	Other (specify be	low)
									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(Zip)		Ta	ble I -	- Non	-Derivat	ive Se	curities	Acquii	red, Dispe	osed of, or l	Beneficially (	Owned	
2. Transaction Date (Month/Day/Year)	any		Code (Instr. 8)		(A)			of (D)	(D) Beneficially Owned Follo Reported Transaction(s)		Collowing (s)	Ownership of Form:	Beneficial
				ode	V At	nount	(A) or (D)		(Instr. 3 a	nd 4)		or Indirect (I)	Ownership (Instr. 4)
08/07/2017			I	4			A	\$ 0	21,669			D	
				quire	the form	disp	lays a c	curren	itly valid				
ion 3A. Deemed Execution Da ay/Year) any	Acquired (A) or Disposed of (D) (Instr. 3,		ative aties red sed	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownershi Form of Derivativ Security: Direct (D or Indirect	Beneficia Ownershi (Instr. 4)		
		П		,	Date		xpiration	Title	Amount or Number				
	(Middle)  IC., 2101  (Zip)  2. Transaction Date (Month/Day/Year)  08/07/2017  e for each class of secur  Table II - 1 (tion 3A. Deemed Execution Da any/Year)	Pandora M.  (Middle) 3. Date of Ear 08/07/201  4. If Amendation Date Execution Date (Month/Day/Year)  08/07/2017  2A. Deemed Execution Dany (Month/Day Efor each class of securities beneficial Execution Date and Execution Date, if Transac Code	Pandora Media 3. Date of Earliest 08/07/2017  4. If Amendment,  (Zip)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)  2For each class of securities beneficially over the center of the control of the c	Pandora Media, Inc.  (Middle)  IC., 2101  3. Date of Earliest Trans 08/07/2017  4. If Amendment, Date of Execution Date, if (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  3. Telle II Cod (Instr. 8)  5. Numb Code of Derivative Securities Ac (e.g., puts, calls, warrant (A) or Dispo of (D) (Instr. 8)	Pandora Media, Inc. [P]  3. Date of Earliest Transaction 08/07/2017  4. If Amendment, Date Origin  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  Code  08/07/2017  A  Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, opton any (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D)	Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month. 08/07/2017  4. If Amendment, Date Original Filedoral Particles (Month/Day/Year)  2. Transaction Date (Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  Code V Ar (Instr. 8)  Persons contained the form  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  (Month/Day/Year)  (Month/Day/Year)  A 5. Transaction Number Code of (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)	Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/\dots) (Month/Day/\dots) (Month/Day/\dots) (Month/Day/\dots) (Month/Day/\dots) (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if (A) or Disposed of (Bay/Year)   2A. Deemed Execution Date, if (Month/Day/Year)   2A. Deemed Execution Date, if (A) or Disposed of (D) (Instr. 3, Month/Day/Year)   2A. Deemed Execution Date, if (Bay/Year)   2A. Deemed Execution Date,	Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/Year)  (Zip)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A Securities Acquired, Amount (D)  2. Transaction (A) or Disposed of the form displays a contained in this form the form display and the form disp	Pandora Media, Inc. [P]    Pandora Media, Inc. [P]	Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A 21,669 (I)  Persons who respond to the collect contained in this form are not requested for many (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  (Instr. 3 and 4)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Pandora Media, Inc. [P]    Pandora Media, Inc. [P]	Pandora Media, Inc. [P]  (Check all applied (Check all applied)  (A) Individual or Joint/Group Filingy  (A) or Disposed of (D)  (A) or Disposed of (D)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Check all applied  (Check all applied)  (Check all applied  (Check all applied)  (Check all applied  (Check all applied)  (Check all applied  (Check all applied  (A) or Disposed of (D)  (A) or Disposed of (D)  (Instr. 3, 4 and 5)  (Instr. 3, 3 and 4)  (Instr. 4)	Pandora Media, Inc. [P]    Check all applicable)   10% Owner Other (specify be of part)   10% Owner of the property of the part of the par

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Hirschhorn Jason C/O PANDORA MEDIA, INC. 2101 WEBSTER STREET, #1650 OAKLAND, CA 94612	X				

## **Signatures**

/s/ Jeremy Liegl, Attorney-in-Fact	08/08/2017	
**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) 100% of the RSU grant will vest on the earlier of June 1, 2018 or the date of the 2018 Annual Meeting of Stockholders.

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.