FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Middle) 2101	Pandora Me	edia,	Inc. [P]		ding Syı	mbol			(Che	eck all applica	ble)		
	3. Date of Earl	liect T			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			
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2017				Office	r (give title belo	ow)C	Other (specify be	low)				
	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person								
(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date Month/Day/Year)			if Code (Instr. 8)				of (D)	Beneficial Reported	lly Owned Following Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial	
	(Month/Day/Yea	(ear)	Code	V	Amour	(A) or (D)	Price	(Instr. 3 a	nd 4)			Ownership (Instr. 4)	
08/07/2017			A		-	9 A	\$ 0	68,193			D		
				the f	orm dis	splays a of, or Ber	curre neficial	ntly valid					
		_		1						l	1	1	
Security or Exercise (Month/Day/Year) any		ion N of D Se A (A D of (I	tumber f erivative ecurities equired A) or isposed f (D) nstr. 3,	and Expiration Date (Month/Day/Year)		Ame Und Seco	ount of lerlying urities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirects)	Beneficia Ownershi (Instr. 4)		
	Code	V	A) (D)				n Title	Amount or Number of Shares					
)	Table II - I	2A. Deemed Execution Date Month/Day/Year) 2B/07/2017 Table II - Derivative Section (e.g., puts, calls any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) Transaction Date if Transaction (Instr. 8)	Table II - Derivative Securities dendrically own (Month/Day/Year) Table II - Derivative Securities dendrically own (Month/Day/Year) Table II - Derivative Securities dendrically own (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Execution Date, if any (Code of (Instr. 8) Domination (Instr. 8) Domination (Instr. 8)	Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2A. Deemed Execution Date, if any (Month/Day/Year) 2B/07/2017 Table II - Derivative Securities Acquired, Discussion any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, Discussion (Month/Day/Year) 4. S. Number (Month/Day/Year) Code of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Execution Date, if Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	2A. Deemed Execution Date, if any (Month/Day/Year) 2B/07/2017 2A. Deemed Execution Date, if any (Month/Day/Year) Code V Amour (Instr. 3) Code V Amour 21,666 (1) Persons wh contained in the form distributed in the form distributed any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Code Of (Instr. 8) Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable	2A. Deemed Execution Date, if any (Month/Day/Year) 2B/07/2017 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Executities beneficially owned directly or indirectly. 21,669 (I) 21,669 (I) Persons who respons the form displays a Table II - Derivative Securities Acquired, Disposed of, or Bere (e.g., puts, calls, warrants, options, convertible secution Date, if Transaction any (Month/Day/Year) 3A. Deemed Execution Date, if Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Date Exercisable Expiration Date (Exercisable Exercisable Exercisable Exercisable Exercisable Exercisable Exercisable Exercisable Exercisable Exercisable Date	Table I - Non-Derivative Securities Acquired Execution Date, if any (Month/Day/Year) Code	Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3) and (A) or Disposed of (D) (Instr. 3) and (D) Price (Instr.	Table I - Non-Derivative Securities Acquired, Disposed of, or I Execution Date, if Onth/Day/Year) Date Deach class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A.) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A.) or Disposed of (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired (A.) or Disposed of (D) (Instr. 3 and 4) Table II - Derivative Securities Acquired, 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, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) An Output Derivative Securities Acquired (A.) or Disposed of (D.) (Instr. 8.) Derivative Securities Acquired (A.) or Disposed of (D.) (Instr. 3.) An Output Derivative Securities (Instr. 3 and Amount of Derivative Securities (Instr. 4) Date Expiration Title Amount of Derivative Securities (Instr. 5)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (A) or Disposed of (D) (Instr. 3 and 4) 22. A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of (D) (Instr. 3) 2. A. Deemed Execution Date, if Code (A) or Disposed of, or Beneficially Owned Instruction of (A) or Code (A) or Disposed of, or Beneficially Owned (A) or Code (A) or Disposed of (D) (Instr. 3) 3. Transaction (D) Price (D) Price (D) or Indirect (I) (Instr. 4) 2. Deemed Execution Date, if Code (A) or Disposed of, or Beneficially Owned (A) or Code (Code (A) or Disposed (A) or Disposed of (A) or Disposed (A) or Disposed of (A) or Disposed (A)	

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
NELSON ELIZABETH A 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.