

(Print or Type Responses)

|  |   |  |                                   |   |  |  |   |  |
|--|---|--|-----------------------------------|---|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>Robinson Kristen                  |   | 2. Issuer Name and Ticker or Trading Symbol<br>Pandora Media, Inc. [P]           |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><div><div>Director</div><div>10% Owner</div></div><div><div>X Officer (give title below)</div><div>Other (specify below)</div></div><div>Chief Human Resources Officer</div></div> |  |  |   |  |
| (Last) (First) (Middle)<br>C/O PANDORA MEDIA, INC., 2101 WEBSTER STREET, #1650 |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/16/2017                   |                                   |   |  |  |   |  |
| (Street)<br>OAKLAND, CA 94612  |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>  |  |  |   |  |
| (City) (State) (Zip)   |   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |   |  |  |   |  |
| 1. Title of Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|  |   |  | <div>Code</div>                   | <div>V</div>  | <div>Amount</div> <div>(A) or (D)</div> <div>Price</div> |  |   |  |
| Common Stock   | 11/16/2017                              |  | S(1)                              |   | 6,895 D \$ 5.1094 (2)                                    | 294,602  | D   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities) |  |                                      |  |                                |   |   |     |  |                 |   |                            |  |  |  |  |
|---|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|--|--|--|
| 1. Title of Derivative Security (Instr. 3)  | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|   |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Robinson Kristen<br>C/O PANDORA MEDIA, INC.<br>2101 WEBSTER STREET, #1650<br>OAKLAND, CA 94612 |               |           | Chief Human Resources Officer |       |

Signatures

|                                    |  |            |
|------------------------------------|--|------------|
| /s/ Jeremy Liegl, Attorney-in-Fact |  | 11/20/2017 |
| 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).

Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. This sale is  
(1) mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.

(2) These shares were sold in multiple transactions at the price of \$5.1094.

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.