## 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

Responses	s)													
1. Name and Address of Reporting Person * BENE STEPHEN G				2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) PANDORA MEDIA, INC., 2101 WEBSTER STREET, #1650				3. Date of Earliest Transaction (Month/Day/Year) 02/01/2018						X Officer (give title below) Other (specify below)  General Counsel & Secretary				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
OAKLAND, CA 94612 (City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned				
(Instr. 3)		Date	any	(Instr. 8)					Beneficially Owned Following Reported Transaction(s)		ollowing	Form:	7. Nature of Indirect Beneficial	
				Code	V	Amoui	(A) or (D)	Price	(Instr. 3 a	nu +)		\ /	Ownership Instr. 4)	
ock		02/01/2018			A		204,32 (1)	27 A	\$ 0	535,192			D	
						the t	form dis	splays a o	currei eficial	ntly valid				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Da	4. Transaction Code Year) (Instr. 8)		5. 6. Date Exercisa and Expiration I (Month/Day/Yea Securities Acquired (A) or Disposed of (D) (Instr. 3,		tible secur cisable on Date	7. Ti Amo Und	tle and ount of erlying arities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	Ownership (Instr. 4)	
			Co	ode V	(A) (D)		_		Title	Amount or Number of Shares				
ng O	wners													
n F c r	ddress of PHEN ( MEDL 650  , CA 94  rity  ock  nversion a service of ivative	PHEN G  (First)  MEDIA, INC., 210  (650  (Street)  , CA 94612  (State)  rity  Date  exercise riversion Date (Month/Day/Y	ddress of Reporting Person*  PHEN G  (First) (Middle)  MEDIA, INC., 2101 WEBSTER  650  (Street)  , CA 94612  (State) (Zip)  rity 2. Transaction Date (Month/Day/Year)  ock 02/01/2018  Table II -  nversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  34. Deemed Execution Date (Month/Day/Year)  any (Month/Day/Year)	Address of Reporting Person*  2. Issue Pandor  MEDIA, INC., 2101 WEBSTER  650  (Street)  4. If Am  CA 94612  (State)  2. Transaction Date (Month/Day/Year)  Ock  02/01/2018  Table II - Derivative (e.g., puts execution Date (Month/Day/Year)  Date (Month/Day/Year)  3. Transaction Date (Execution Date (a.g., puts execution Date, if Transaction Continuative (Month/Day/Year)  Address of Reporting Person*  2. Issue Pandor  3. Date of 02/01/26  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction Continuative (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year)  (A. If Am  Carrier Execution Date (a.g., puts execution Date, if Transaction (Month/Day/Year))	ddress of Reporting Person*  2. Issuer Name a Pandora Media  3. Date of Earlies 02/01/2018  (Street)  4. If Amendment,  (Cap)  (State)  2. Transaction Date (Month/Day/Year)  Dock  02/01/2018  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))  Table II - Derivative Securit (e.g., puts, calls, w. any (Month/Day/Year))	ddress of Reporting Person* PHEN G  Citrest (First) (Middle) MEDIA, INC., 2101 WEBSTER  (State) (Zip) (Month/Day/Year)  A lif Amendment, Date Origin (Month/Day/Year)  Code  C	didress of Reporting Person* PHEN G  Circuity  City  Code  C	Deferming Person	Defense of Reporting Person*  Other Griss)  Other Griss)	2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]	Address of Reporting Person*  PHEN G  PHEN G  PHEN G  PHEN G  Pandora Media, Inc. [P]  3. Date of Earliest Transaction (Month/Day/Year)  O2/01/2018  3. Date of Earliest Transaction (Month/Day/Year)  O2/01/2018  4. If Amendment, Date Original Filed(Month/Day/Year)  O2/01/2018  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Ock  O2/01/2018  A	S. Relationship of Rep   Pandora Media, Inc. [P]   S. Relationship of Rep   Che   Pandora Media, Inc. [P]   S. Date of Earliest Transaction (Month/Day/Year)   S. Relationship of Rep   Che   Che	Second   Code   Code	A   Demend   Date (Month/Day/Year)   Date   Date

General Counsel & Secretary

## **Signatures**

BENE STEPHEN G PANDORA MEDIA, INC.

OAKLAND, CA 94612

2101 WEBSTER STREET, #1650

/s/ Jeremy Liegl, Attorney-in-Fact	02/05/2018
**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) 50% of the RSUs vest on 2/15/2019 and 50% of the RSUs vest on 2/15/2020.

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.