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

OMB APPROVAL					
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hours per response...

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

e Responses)														
1. Name and Address of Reporting Person* CHOPRA NAVEEN K.			2. Issuer Name and Ticker or Trading Symbol Pandora Media, LLC [P]					5. R	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) (Middle) C/O PANDORA MEDIA, LLC, 2100 FRANKLIN STREET, 7TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019					X	X Officer (give title below) Other (specify below) Chief Financial Officer					
ND. CA 940	(Street)		4. If Amo	endment, I	Oate Origin	nal Filed(Mo	nth/Day/Year)		_X_	Form filed by O	ne Reporting P	erson	pplicable Line)	
)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				Acquired,	lired, Disposed of, or Beneficially Owned						
ecurity	Date		r) any		f Code (Instr. 8	(4	(A) or Disposed of (D)		(D) Ow Tra	D) Owned Followin Transaction(s)		l [	Ownership Form:	Beneficial
			(Montr	i/Day/ Y eai					Price	or (I)		*		
Stock		02/01/2019			D	9	21,525 D		<u>(1)</u> 0			]	)	
											nless the f	form display	s	
2. Conversion or Exercise Price of Derivative Security	*****	3A. Deemed Execution Date, if	4. Transac Code	5. Nu Deriv Secur Acqu	warrants, mber of ative ities ired (A) sposed of	ired, Dispo	osed of, or B nvertible se- ercisable and Date	Benefic Curiti	icially Own	Amount ing		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(	Ownersh Form of Derivativ Security: Direct (I or Indirect	(Instr. 4)
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if any	4. Transac Code	5. Nu Deriv Secur Acqu or Dis (D) (Instr	warrants, mber of ative ities ired (A) sposed of	ired, Dispo options, co 6. Date Ex Expiration	osed of, or B nvertible se- ercisable and Date ny/Year)	Senefic curiti d	icially Own ies) 7. Title and of Underly Securities	Amount ing	Derivative Security	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indirect	of Indire Beneficia Ownersh (Instr. 4)
	NAVEEN  O  DORA ME  7TH FLOG  ND, CA 946  Courity  Stock	NAVEEN K.  (First) DORA MEDIA, LLC, 2100 7TH FLOOR (Street)  ND, CA 94612 (State) ecurity	A NAVEEN K.  (First) (Middle) DORA MEDIA, LLC, 2100 FRANKLIN 7TH FLOOR  (Street)  ND, CA 94612 (State) (Zip)  Ecurity 2. Transaction Date (Month/Day/Year	NAVEEN K.   Pandor	A NAVEEN K.  Pandora Media,  3. Date of Earliest 102/01/2019  TH FLOOR  (Street)  A. If Amendment, E.  ND, CA 94612  Curity  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  02/01/2019	A NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction 02/01/2019  7TH FLOOR  (Street)  4. If Amendment, Date Origin Paper of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 8)  Code (Instr. 8)	A NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/D 02/01/2019  7TH FLOOR  (Street)  4. If Amendment, Date Original Filed(Month/D 02/01/2019  Table I - Non-Derivate (Month/D 02/01/2019)  2. Transaction Date (Month/D 02/01/2019)  2. Transaction Date (Month/D 02/01/2019)  2. Transaction Date (Month/D 02/01/2019)  3. Date of Earliest Transaction (Month/D 02/01/2019)  4. If Amendment, Date Original Filed(Month/D 02/01/2019)  Table I - Non-Derivation (Month/D 02/01/2019)  A Deemed Execution Date, if (Month/D 02/01/2019)  Code V Market (Month/D 02/01/2019)  Stock  O2/01/2019  D 9  Person in this 1	A NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019  4. If Amendment, Date Original Filed(Month/Day/Year) ND, CA 94612  Curity  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)  Code (Instr. 8)  Code V Amount  Stock  02/01/2019  D 921,525 D  Persons who resign this form are not provided in the provided in this form are not provided in the provided	A NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019  4. If Amendment, Date Original Filed(Month/Day/Year)  ND, CA 94612  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8) (Instr. 8) (A) or Disposed of (Instr. 8) (A) or (D)  Stock  02/01/2019  D 921,525  Persons who respond in this form are not re-	NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year) 02/01/2019  4. If Amendment, Date Original Filed(Month/Day/Year)  ND, CA 94612  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or Disposed of (D) (Instr. 8) (Instr. 8)  (Instr. 3, 4 and 5)  Transaction (Instr. 8)  Persons who respond to the coin this form are not required to	ANAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year)  O2/01/2019  4. If Amendment, Date Original Filed(Month/Day/Year)  ND, CA 94612  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)  (A) or Oisposed of (D) (Instr. 3 and 4)	NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year)  O2/01/2019  4. If Amendment, Date Original Filed(Month/Day/Year)  ND, CA 94612  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefication (Month/Day/Year)  Portion (State)  2. Transaction Date (Month/Day/Year)  ND (Chief First)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefication (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  Transaction(S) (Instr. 3 and 4)  Report on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of informatic in this form are not required to respond unless the displacement of the collection of informatic in this form are not required to respond unless the displacement of the collection of informatic in this form are not required to respond unless the displacement of the collection of informatic in this form are not required to respond unless the displacement of the collection of informatic in this form are not required to respond unless the displacement of the collection of informatic in this form are not required to respond unless the displacement of the collection of the	NAVEEN K.  Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Day/Year)  O2/01/2019  4. If Amendment, Date Original Filed Month/Day/Year)  ND, CA 94612  4. If Amendment, Date Original Filed Month/Day/Year)  O2/01/2019  4. If Amendment, Date Original Filed Month/Day/Year)  O3. Date of Earliest Transaction (Month/Day/Year)  O4. If Amendment, Date Original Filed Month/Day/Year)  O5. Individual or Joint/Group Filing Cheek A X. Form filed by More than One Reporting Person  Form filed by More than One Reporting Person  Code (A) or Disposed of (D) (Instr. 3, 4 and 5)  O2/01/2019  O3. Date of Earliest Transaction (Month/Day/Year)  A. If Amendment, Date Original Filed Month/Day/Year)  Code (A) or Disposed of (D) (Instr. 3, 4 and 5)  O3. Date of Earliest Transaction (Month/Day/Year)  Code (Instr. 3, 4 and 5)  O4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)  O5. Amount of Securities Beneficially Owned Following Reported Transaction(s)  (Instr. 3 and 4)  O6. Individual or Joint/Group Filing Cheek A X. Form filed by More than One Reporting Person  Code (A) or Disposed of (D)  (Instr. 3, 4 and 5)  O7. Original Filed Month/Day/Year)  O8. Amount of Securities Beneficially Owned Gillowing Reported Transaction(s)  (Instr. 3 and 4)  O7. Original Filed Month/Day/Year)  O8. Amount of Securities Beneficially  O8. Or Disposed of (D)  (Instr. 3 and 4)  O8. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)  O7. Or Disposed of (D)  (Instr. 3 and 4)	NAVEEN K.   Pandora Media, LLC [P]   Director   Check all applicable   DORA MEDIA, LLC, 2100 FRANKLIN   O2/01/2019   O3. Date of Earliest Transaction (Month/Day/Year)   O6. Individual or Joint/Group Filing/Check Applicable Line)   ND, CA 94612   O7   (State)   O7   (State)

Ī		Relationships				
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
	CHOPRA NAVEEN K. C/O PANDORA MEDIA, LLC 2100 FRANKLIN STREET, 7TH FLOOR OAKLAND, CA 94612			Chief Financial Officer		

## **Signatures**

/s/ Jeremy Liegl, Attorney-in-Fac	:t	02/01/2019
**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).

Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 23, 2018 among Pandora Media Inc., a Delaware corporation ("Pandora"), Sirius XM Holdings, Inc., a Delaware corporation ("Sirius XM"), and White Oaks Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Sirius XM, pursuant to which, through a series of transactions Pandora became an indirect wholly owned subsidiary of Sirius XM (the "Transactions"), and each share of Pandora common stock, par value \$0.0001 per share ("Pandora Common Stock"), outstanding immediately prior to the consummation of the Transactions, was converted into the right to receive 1.44 shares (the "Exchange Ratio") of Sirius XM common stock, par value \$0.0001 per share ("Sirius XM Common Stock"). On February 1, 2019, the effective date of the Transactions, Sirius XM Common Stock had a market price of \$5.98 per share. Includes 744,260 restricted stock units that were assumed and converted into unvested restricted stock units of Sirius XM, with appropriate adjustments (based on the Exchange Ratio) to the number of shares of Sirius XM Common Stock to be received, and for which vesting will be accelerated on the effective date of the general release entered into by the Reporting Person and the Issuer.

These options granted by Pandora under its stock incentive plans to purchase shares of Pandora Common Stock, whether vested or unvested, were disposed of pursuant to the Merger

Agreement. Each option has been assumed and converted into options to purchase shares of Sirius XM Common Stock, with appropriate adjustments (based on the Exchange Ratio) to the exercise price and number of shares of Sirius XM Common Stock subject to such options. Vesting will be accelerated on the effective date of the general release entered into by the Reporting Person and the Issuer. On February 1, 2019, the effective date of the Transactions, Sirius XM Common Stock had a market price of \$5.98 per share.

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.