## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

1. Name and Address of Reporting Person * Leiweke Timothy				2. Issuer Name and Ticker or Trading Symbol Pandora Media, LLC [P]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X 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								Office	r (give title belo	ow)		y below	w)	
(Street) OAKLAND, CA 94612			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								
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu						Acqui	tired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any			Code (Instr. 8)			(A) or Disposed of (Instr. 3, 4 and 5)  (A) or		Beneficia Reported (Instr. 3		ally Owned Following I Transaction(s)		Form: Direct (D or Indirect (I)	p of Be Ov	Nature Indirect eneficial wnership nstr. 4)	
tock		02/01/2019				_		·			( )		0			D		
							quire	the f	orm di	spla of, o	ys a c r Bene	currer eficiall	ntly valid					
nversion	Date	3A. Deemed Execution Da	ate, if	4. Transact Code	tion	5. Numb of Deriv Secur Acqui (A) or Dispo of (D) (Instr.	ative ities ared seed 3,	6. D and (Mo	ate Exer Expirati nth/Day	rcisal on D /Yea	ble Date or)	7. Ti Amo Undo Secu (Inst 4)	Amount of Amount or		Derivative Securities Beneficiall Owned Following Reported	Owne Form Derive Securi Direct or Ind	of ative ty: (D) irect	Beneficia
	nothy  DRA M STRE  CA 94  city  cock  cort on a s  cort on a s  cort on a s	nothy  (First)  DRA MEDIA, LLC  STREET, 7TH FI  (Street)  , CA 94612  (State)  rity  ock  ort on a separate line for the separate li	nothy  (First) (Middle)  DRA MEDIA, LLC, 2100  STREET, 7TH FLOOR  (Street)  CA 94612  (State) (Zip)  2. Transaction Date (Month/Day/Year)  Dock 02/01/2019  Table II -  Table	nothy (First) (Middle) 3. Da (O2/O STREET, 7TH FLOOR (Street) 4. If (Street) 2. Transaction Date (Month/Day/Year) ort on a separate line for each class of securities be conversion Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	mothy Pandora M  (First) (Middle) DRA MEDIA, LLC, 2100 STREET, 7TH FLOOR  (Street) 4. If Amendm  (Street) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Sec (e.g., puts, call any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, call any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	mothy (First) (Middle) 3. Date of Earlies 02/01/2019  STREET, 7TH FLOOR (Street) 4. If Amendment, 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date, if any (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, was neversion Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8)	rothy (First) (Middle) 3. Date of Earliest Trans 02/01/2019  STREET, 7TH FLOOR  (Street) 4. If Amendment, Date of Execution Date of Execut	Pandora Media, LLC [Pandora Media, LLC [Pandor	Pandora Media, LLC [P]  (First) (Middle) DRA MEDIA, LLC, 2100 (Street) 4. If Amendment, Date Original File  (State) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Deck 02/01/2019 2. Transaction Date (Month/Day/Year)  Deck 02/01/2019 D  Table I - Non-Der  Execution Date, if (Month/Day/Year)  Oct on a separate line for each class of securities beneficially owned directly or the face of inversion Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4, and 5)  Date  (Month/Day/Year)  Date  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date  Date  Date  Date  (Month/Day/Year)  Date  Date  Date  Date  (Month/Day/Year)  Date  Date	Pandora Media, LLC [P]  3. Date of Earliest Transaction (Month/Da 02/01/2019  3. Date of Earliest Transaction (Month/Da 02/01/2019  4. If Amendment, Date Original Filed(Month of Date of Date (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month of Date of Date of Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Pandora Media, LLC [P]    Code   V	Pandora Media, LLC [P]    Code   V	Pandora Media, LLC [P]  (First) (Middle) DRA MEDIA, LLC, 2100 STREET, 7TH FLOOR  (Street) A. If Amendment, Date Original Filed(Month/Day/Year) A. If Amendment, Date Original Filed(Month/Day/Year)  (A. Or Disposed of (D) (Instr. 3, 4 and 5)  (A. Or Price Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Price Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Price Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Or Order on a separate line for each class of securities beneficially owned directly or indirectly.  (A. Decemed Execution Date of Code (Instr. 8)  (B. Date of Execution Date of Code (Instr. 8)  (B. Date of Execution Date of Code (Instr	Pandora Media, LLC [P]   X_ Direct Office	Pandora Media, LLC [P]   Pandora Media, LLC	Check all applic   Check all a	Pandora Media, LLC [P]   X_Director   10% Owner   10	Pandora Media, LLC [P]   Check all applicable   Not officer (give title below)   10% Owner   10% Own

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Leiweke Timothy C/O PANDORA MEDIA, LLC 2100 FRANKLIN STREET, 7TH FLOOR OAKLAND, CA 94612	X					

### **Signatures**

/s/ Jeremy Liegl, Attorney-in-Fact	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
- (1) 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 39,293 restricted stock units that vest upon the effective date of the Transactions as required by the terms of the award agreement.

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.