FORM 4

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

OMB APPROVAL
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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

nd Address of		and the same of th														
1. Name and Address of Reporting Person* CROSSLINK CAPITAL INC					2. Issuer Name and Ticker or Trading Symbol Pandora Media, Inc. [P]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) (First) (Middle) TWO EMBARCADERO CENTER, SUITE 2200					3. Date of Earliest Transaction (Month/Day/Year) 05/29/2015						Officer (give title below) X Other (specify below) Affiliate of Director					
(Street)				4. If	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person					
	(State)	11	(Zip)			Ta	able I - I	Non-I	Derivative	Securi	ties Acq	l uired, Disj	oosed of, or	Beneficially	Owned	
1.Title of Security (Instr. 3)		Date (Month/Day/Year) a		Execution any	A. Deemed Execution Date, if ny		Code						Form: Direct (D)	Beneficial Ownership		
							Code	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock		05/29/	/2015				S		100,000	D	\$ 18.788	6,304	6,304,298		I	See Notes (1)
Common Stock		06/01/	/2015				S		150,000) D	\$ 18.659	6,154	6,154,298		I	See Notes (1)
Common Stock		06/01/2015(3)					J(3)		0	A (3)	\$ 0	725,3	725,351		D	
Report on a s	separate line	for each	class of sec	urities t	eneficial	lly ov	wned dir	Po	ersons w	ho res in this	form ar	e not req	uired to res	spond unle	ess	1474 (9-02)
			Table II										i			
	e (Month/Day/Y		Execution I any		Vear) Code of Derivativ Securities Acquired (A) or		6 ai (I ive es d	6. Date Exercisable and Expiration Date (Month/Day/Year)		e 7. 7 e An Un Sec	Fitle and nount of derlying curities str. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Securit Direct (or India	Ownersh (Instr. 4) D)	
					Code	V	(A) (I	Е			ntion Tit	or				
	ANCISCO ANCISCO Security Security Security Security 1 Stock Report on a s Conversion or Exercise Price of Derivative	(Street) ANCISCO, CA 941 (State) Security 1 Stock 1 Stock 2. Conversion of Exercise Price of Derivative (Month/Da	(Street) ANCISCO, CA 94111 (State) Security 2. Tran Date (Month) 1 Stock 0 6/01 1 Stock 0 6/01 Report on a separate line for each Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year)	(Street) ANCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) 1 Stock 1 Stock 1 Stock 1 Stock 1 O6/01/2015 Report on a separate line for each class of sector Exercise Price of Derivative 2. Table II 2. Conversion of Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) 3. Transaction Date Execution Execution Enancy (Month/Day (Month/Day) (Month/Day)	MBARCADERO CENTER, SUITE (Street) (Street) (Street) 4. If ANCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) (Month) 1. Stock 05/29/2015 1. Stock 06/01/2015 1. 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Transaction any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Code V Amount Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion or Exercise Price of Derivative Security 2. Conversion of Exercise Price of Derivative Securities Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Instr. 3) 4. Securities Price of Derivative Securities Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Date Exercisable	MBARCADERO CENTER, SUITE (Street) 4. If Amendment, Date Original Filed(Month/Day/Y. ANCISCO, CA 94111 (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Instr. 3, 4 and 5 (Month/Day/Year) (Month/Day/Year) (A) Table II - Non-Derivative Securities Acquired, Date (Instr. 3, 4 and 5) (A) (A) (A) (A) (A) (A) (A) (MBARCADERO CENTER, SUITE (Street) ANCISCO, CA 94111 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) A Securities Acquired (A or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 8	MBARCADERO CENTER, SUITE Street	MBARCADERO CENTER, SUITE Size Si	MBARCADERO CENTER, SUITE Solution Solut	Solution Conversion Ambiate of Director Ambiate of Director Ambiate of Director

Reporting Owners

Ī		Relationships						
	Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
	CROSSLINK CAPITAL INC TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111				Affiliate of Director			

Signatures

Crosslink Capital, Inc., by Mihaly Szigeti, Chief Financial Officer	06/02/2015
**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).
- The reporting persons (the "Reporting Persons") are Crosslink Capital, Inc. ("Crosslink"), Crossover Fund IV Management, L.L.C. ("Crossover IV Management"), Crosslink Ventures IV Holdings, L.L.C. ("Ventures IV Management") and Michael J. Stark. Crosslink is an investment adviser to investment funds (the "Funds"). Crossover IV
- (1) Management and Ventures IV Holdings are the general partner, manager or holder of Class B Units of one or more of the Funds. Mr. Stark is the control person of the other Reporting Persons. James Feuille, an affiliate of certain Reporting Persons, is a member of the Issuer's board of directors and serves as the representative of the Reporting Persons. Crosslink is filing this Form 4 on behalf of itself and the other Reporting Persons.
 - The Reporting Persons are filing this Form 4 jointly, but not as a group, and each of them expressly disclaims membership in a group, within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended. These securities are held directly by one or more for the Funds for the benefit of Fund investors, and indirectly by
- (2) Crossover IV Management, as the general partner, and Crosslink as the investment adviser, to one or more of the Funds. Such securities are indirectly beneficially owned by Mr. Stark as the control person of the other Reporting Persons. The Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (3) These entries are placeholders only. These securities are held directly by Ventures IV Holdings. There were no transactions in these securities on the dates covered by this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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