

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Feuille James</b>	2. Issuer Name and Ticker or Trading Symbol <b>Pandora Media, Inc. [P]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Last) (First) (Middle) <b>TWO EMBARCADERO CENTER, SUITE 2200</b>	3. Date of Earliest Transaction (Month/Day/Year) <b>06/23/2015</b>	
(Street) <b>SAN FRANCISCO, CA 94111</b>	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/23/2015		J		6,996	D	\$ 0 (1)	10,882	D	
Common Stock	06/25/2015		J(2)		0	A (2)	\$ 0 (1)	472,807	I	See Note (3)
Common Stock	06/25/2015		J(2)		0	A (2)	\$ 0 (1)	472,807	I	See Note (4)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(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					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Feuille James TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111	X			

## Signatures

James Feuille		06/25/2015
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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).

- Certain Restricted Stock Units that the Issuer awarded to Mr. Feuille for his service as a director recently vested. Mr. Feuille is an affiliate of Crosslink Capital, Inc. ("Crosslink") and certain of its affiliates. In his capacity as the representative on the Issuer's board of directors of Crosslink and those affiliates, Mr. Feuille held the Restricted Stock Units for the benefit of the investors in investment funds of which Crosslink is the investment adviser and those affiliates are the general partner, manager or holder of Class B Units. On the Transaction Date, Mr. Feuille transferred the common stock issued on such vesting to those funds for no additional consideration.
- (1) These entries are placeholders only. There were no transactions in these securities on the dates covered by this Form 4.
  - (2) These shares are held by the James M.P. Feuille & Nancy J. Murray 2012 Revocable Trust, of which Mr. Feuille is co-trustee.
  - (3) These shares are held by the Feuille-Murray Irrevocable Trust dated 12/19/2012, of which Mr. Feuille is a co-trustee.

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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