## 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

of Reporting Pe  (First) DIA, INC., 21  #1650 (Street)  94612 (State)	(Middle) 01 WEBSTER  (Zip)  2. Transaction Date (Month/Day/Year	9 Pan 3. Da 09/2 4. If 2A. If Exect any	Deemed	Date  able I  3. T	e. [P] saction Origin - Non-	ı (Mo	nth/Day	//Year)  //Day/Year)		XDirectOfficer	(Che or region of the control of the	Group Filing(e	able) 0% Owner Other (specify b	elow)
DIA, INC., 21 #1650 (Street)	01 WEBSTER  (Zip)  2. Transaction Date	09/2 4. If 2A. 1 Execcional	29/2015  Amendment,  Table	Date  able I  3. T	Origin	al File	ed(Month	/Day/Year)		6. Individu _X_ Form file	ual or Joint/C	Group Filing(	Check Applicat	,
94612	2. Transaction Date	2A. Exected any	T: Deemed	able I	- Non-					_X_ Form file	ed by One Repo	orting Person	••	ole Line)
(State)	2. Transaction Date	Exec any	Deemed	3. T		-Deri	vativa S			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person				
	Date	Exec any				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							Owned	
			2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acqui (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficial	nt of Securities ally Owned Following Transaction(s) and 4)		Ownership Form: Direct (D)	Beneficial Ownership
				С	ode	V	Amoun	(A) or (D)	Price			(I) (Instr. 4)	(Instr. 4)	
	09/29/2015				A		7,355 (1)	A	\$ 0	7,355			D	
	Table II -				t cquire	conta he fo	ained ir orm dis sposed o	n this for splays a o	m are curre eficial	not requently valid		spond unles	ss	1474 (9-02)
on Date	Execution D any	ate, if	4. Transaction Code (Instr. 8)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	ber vative rities ired r posed ) : 3, d 5)	6. Da and E (Mon	te Exerc Expiration tth/Day/	cisable on Date Year)	7. T Amo Und Secu (Ins 4)	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indirects) (I)	Beneficia Ownershi (Instr. 4)
se	Date	3. Transaction 3A. Deemed Execution D (Month/Day/Year) any	3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any	3. Transaction Date (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	3. Transaction Date (Month/Day/Year)  3. M. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derive Secure Acque (A) or Dispose of (D) (Instr. 4, and	Table II - Derivative Securities Acquires (e.g., puts, calls, warrants, opt)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Discussion (e.g., puts, calls, warrants, options,  3. Transaction Date (Execution Date, if any (Month/Day/Year))  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year))  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Execution Date, if any Code of Disposed of (D) (Instr. 3, 4, and 5)	Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable	Table II - Derivative Securities Acquired, Disposed of, or Benegege, puts, calls, warrants, options, convertible securities (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4.	Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4.	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  4. 0. Defivative Securities (Instr. 3 and 4)  4. 0. Derivative Securities (Instr. 3 and 4)  4. 0. Derivative Securities (Instr. 3 and 4)  4. 0. Date Exercisable (Instr. 3 and 4)  4. 0. Date Expiration Date (Month/Day/Year)  5. 0. Date Exercisable (Instr. 3 and 4)  6. Date Expiration Date (Month/Day/Year)  7. Title and Amount of Underlying Securities (Instr. 3 and 4)  7. Title and Amount of Underlying Securities (Instr. 3 and 4)  8. Date Expiration Date (Instr. 3 and 4)	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date (Instr. 5)  Amount or Number of Underlying Securities (Instr. 5)  Title Amount or Number of Nu	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4.	3. Transaction Date (Month/Day/Year)    Month/Day/Year   Code (Month/Day/Year)   Code (Month/Day/Year)

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Rosen Miyuki PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE #1650 OAKLAND, CA 94612	X					

### **Signatures**

/s/ Jeremy Liegl, Attorney-in-Fact	09/30/2015
**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)
- (1) 100% of the RSU grant will vest on the earlier of June 4, 2016 or the date of the 2016 Annual Meeting of Stockholders.

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.