

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

Pandora Media, Inc.

(Name of Issuer)

Common Stock, \$0.0001
(Title of Class of Securities)

698354107
(CUSIP Number)

December 31, 2012
(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS: WaldenVC, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (See Item 5)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0 (See Item 5)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (See Item 5)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0 (See Item 5)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS: WaldenVC II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	CITIZENSHIP OR PLACE OF ORGANIZATION California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (See Item 5)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0 (See Item 5)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (See Item 5)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0 (See Item 5)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

1	NAMES OF REPORTING PERSONS: WaldenVC III, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (See Item 5)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0 (See Item 5)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (See Item 5)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0 (See Item 5)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAMES OF REPORTING PERSONS: WaldenVC SPK, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC Use Only	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 0 (See Item 5)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 0 (See Item 5)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (See Item 5)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0 (See Item 5)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

Item 1

(a) Name of Issuer:

Pandora Media, Inc.

(b) Address of Issuer's Principal Executive Offices:

2101 Webster Street
Suite 1650
Oakland, CA 94612

Item 2

(a) Name of Persons Filing:

WaldenVC, LLC
WaldenVC II, L.P.
WaldenVC III, LLC
WaldenVC SPK, LLC

(b) Address of Principal Business Office or, if none, Residence:

750 Battery Street, 7th Floor
San Francisco, California 94111

(c) Citizenship:

WaldenVC, LLC – California Limited Liability Company
WaldenVC II, L.P. – California Limited Partnership
WaldenVC III, LLC – Delaware Limited Liability Company
WaldenVC SPK, LLC – Delaware Limited Liability Company

(d) Title of Class of Securities:

This Schedule 13G report relates to the Common Stock, par value \$0.0001 per share (the "Common Stock"), of Pandora Media, Inc.

(e) CUSIP Number: 698354107

Item 3.

If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership**(a) Amount beneficially owned:**

As of December 31, 2012, each of WaldenVC II, L.P., WaldenVC III, LLC, WaldenVC SPK, LLC, WaldenVC, LLC and WaldenVC III Management, LLC beneficially owned zero shares of Common Stock. See Item 5.

(b) Percent of Class:

WaldenVC II, L.P.	0%
WaldenVC III, LLC	0%
WaldenVC SPK, LLC	0%
WaldenVC, LLC	0%
WaldenVC III Management, LLC	0%

(c) Number of shares as to which such person has:

	(i)	(ii)	(iii)	(iv)
WaldenVC II, L.P.	0	0	0	0
WaldenVC III, LLC	0	0	0	0
WaldenVC SPK, LLC	0	0	0	0
WaldenVC, LLC	0	0	0	0
WaldenVC III Management, LLC	0	0	0	0

(i) Sole power to vote or to direct the vote**(ii) Shared power to vote or to direct the vote****(iii) Sole power to dispose or to direct the disposition of****(iv) Shared power to dispose or to direct the disposition of****Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2013

WaldenVC, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC II, L.P.

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC III, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC SPK, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

EXHIBIT INDEX

Exhibit A Joint Filing Undertaking

Page 10 of 10

EXHIBIT A

JOINT FILING UNDERTAKING

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Amendment No. 1 to the Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Dated: February 13, 2013

WaldenVC, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC II, L.P.

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC III, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member

WaldenVC SPK, LLC

By: /s/ Lawrence Marcus
Name: Lawrence Marcus
Title: Managing Member