

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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Pandora Media, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**94-3352630**  
(I.R.S. Employer  
Identification No.)

**2101 Webster Street, Suite 1650  
Oakland, CA 94612**  
(Address of Principal Executive Offices)

**2011 Equity Incentive Plan**  
(Full title of the plan)

**Joseph Kennedy**  
**Chief Executive Officer and President**  
**Pandora Media, Inc.**  
**2101 Webster Street, Suite 1650**  
**Telephone: (510) 451-4100**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-----------------------------|---|---|----------------------------|
| Common Stock, par value \$0.0001 per share         |                             |   |   |                            |
| - 2011 Equity Incentive Plan                       | 5,175,182 (2)               | \$13.61 (3)                               | \$70,434,227.02                           | \$9,607.23                 |
| Total  | 5,175,182                   |   | \$70,434,227.02                           | \$9,607.23                 |

- (1) In the event of a stock split, stock dividend or similar transaction involving the Registrant's common stock, \$0.0001 par value per share ("Common Stock"), the number of shares registered hereby shall automatically be adjusted in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Represents an annual increase to the number of shares of the Registrant's common stock reserved for issuance under the 2011 Equity Incentive Plan (the "Plan").
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act. The Proposed Maximum Offering Price Per Share is the average of the high and low prices of our Common Stock as reported on the New York Stock Exchange on March 12, 2013 (rounded up to the nearest cent).

**PART I**

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered shares of its common stock for issuance under the 2011 Equity Incentive Plan (the "Plan") under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on July 6, 2011 (File No. 333-175378), and registered additional shares of its common stock for issuance under such Plan under a Registration Statement on Form S-8 filed with the SEC on June 19, 2012 (File No. 333-182212). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

The following documents filed with the Commission pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended January 31, 2013 filed with the SEC on March 18, 2013;
- (b) The Registrant's Current Reports on Form 8-K filed with the SEC on February 4, 2013 and March 7, 2013; and
- (c) The description of the Registrant's Common Stock contained in the Registrant's registration statement on Form 8-A (File No. 001-35198), filed by the Registrant with the Commission under Section 12(b) of the Exchange Act on June 8, 2011, including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, are incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document or current report furnished under current Items 2.02 or 7.01 of Form 8-K that is not deemed filed under such provisions. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**ITEM 8. EXHIBITS**

| <u>Exhibit<br/>Number</u> | <u>Description</u>  | <u>Form</u> | <u>Incorporated by Reference</u> |                    | <u>Exhibit</u> | <u>Filed<br/>Herewith</u> |
|---------------------------|---|-------------|----------------------------------|--------------------|----------------|---------------------------|
|                           |   |             | <u>File No.</u>                  | <u>Filing Date</u> |                |                           |
| 4.1                       | Amended and Restated Certificate of Incorporation                                 | S-1/A       | 333-172215                       | April 1, 2011      | 3.1            |                           |
| 4.2                       | Amended and Restated Bylaws   | S-1/A       | 333-172215                       | April 1, 2011      | 3.2            |                           |
| 5.1                       | Opinion of Davis Polk & Wardwell LLP  |             |                                  |                    |                | X                         |
| 23.1                      | Consent of Independent Registered Public Accounting Firm                          |             |                                  |                    |                | X                         |
| 23.2                      | Consent of Davis Polk & Wardwell LLP (contained in Exhibit 5.1)                   |             |                                  |                    |                | X                         |
| 24.1                      | Power of Attorney (included on the signature page of this registration statement) |             |                                  |                    |                | X                         |
| 99.1                      | 2011 Equity Incentive Plan  | S-1/A       | 333-172215                       | May 25, 2011       | 10.1           |                           |

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oakland, State of California, on this 18th day of March 2013.

Pandora Media, Inc.

By: /s/ Joseph Kennedy

Name: Joseph Kennedy

Title: Chief Executive Officer, President and  
Chairman of the Board

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Joseph Kennedy, Michael Herring and Delida Costin and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorneys-in-fact and agents may deem necessary or advisable in order to enable Pandora Media, Inc. to comply with the Securities Act of 1933 and any requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of the registration statement on Form S-8 under the Securities Act of 1933, including specifically but without limitation, power and authority to sign the name of the undersigned to such registration statement, and any amendments to such registration statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u>                                      | <u>Title</u>   | <u>Date</u>    |
|---|--|----------------|
| <u>/s/ Joseph Kennedy</u><br>Joseph Kennedy           | Chief Executive Officer, President and<br>Chairman of the Board (Principal<br>Executive Officer) | March 18, 2013 |
| <u>/s/ Michael Herring</u><br>Michael Herring         | Chief Financial Officer<br>(Principal Financial and Accounting<br>Officer)                       | March 18, 2013 |
| <u>/s/ Peter Chernin</u><br>Peter Chernin             | Director   | March 18, 2013 |
| <u>/s/ James M. P. Feuille</u><br>James M. P. Feuille | Director   | March 18, 2013 |
| <u>/s/ Peter Gotcher</u><br>Peter Gotcher             | Director   | March 18, 2013 |
| <u>/s/ Robert Kavner</u><br>Robert Kavner             | Director   | March 18, 2013 |
| <u>/s/ Barry McCarthy</u><br>Barry McCarthy           | Director   | March 18, 2013 |
| <u>/s/ David Sze</u><br>David Sze                     | Director   | March 18, 2013 |
| <u>/s/ Tim Westergren</u><br>Tim Westergren           | Director   | March 18, 2013 |

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**INDEX TO EXHIBITS**

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March 18, 2013

Pandora Media, Inc.  
2101 Webster Street, Suite 1650  
Oakland, CA 94612

Ladies and Gentlemen:

We have acted as counsel to Pandora Media, Inc., a Delaware corporation (the "Company"), and are delivering this opinion in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of 5,175,182 shares (the "Shares") of the Company's Common Stock, par value \$0.0001 per share, issuable pursuant to the Company's 2011 Equity Incentive Plan (the "Plan").

We have examined originals or copies of such documents, corporate records and other instruments as we have deemed necessary for the purposes of rendering this opinion.

On the basis of the foregoing, we are of the opinion that the Shares have been duly authorized and, when and to the extent issued pursuant to the Plan upon receipt by the Company of the payment therefor, will be validly issued, fully paid and non-assessable.

We are members of the Bars of the States of California and New York, and the foregoing opinion is limited to the federal laws of the United States of America and the General Corporation Law of the State of Delaware.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2011 Equity Incentive Plan of Pandora Media, Inc. of our reports dated March 18, 2013, with respect to the consolidated financial statements of Pandora Media, Inc. and the effectiveness of internal control over financial reporting of Pandora Media, Inc., included in its Annual Report (Form 10-K) for the fiscal year ended January 31, 2013, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Francisco, California  
March 18, 2013