UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2014

Pandora Media, Inc.

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction of incorporation)

001-35198 (Commission File Number)

94-3352630 (IRS Employer Identification No.)

2101 Webster Street, Suite 1650 Oakland, CA 94612

(Address of principal executive offices, including zip code)

(510) 451-4100

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Che	eck the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Item 2.02 Results of Operations and Financial Condition.

On October 23, 2014, Pandora Media, Inc. issued a press release announcing its financial results for the three month period endedSeptember 30, 2014. A copy of the press release is furnished as Exhibit 99.1 to this current report and is incorporated herein by reference.

The information furnished on this Form 8-K, including the exhibit attached, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit
No. Exhibit Description

99.1 Press Release dated October 23, 2014

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

PANDORA MEDIA, INC.

Dated: October 23, 2014 By: /s/ Michael S. Herring

Michael S. Herring

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Description	
99.1	Press Release dated October 23, 2014	

PANDORA

PANDORA REPORTS Q3 2014 FINANCIAL RESULTS

- Total revenue was \$239.6 million, representing year-over-year growth of 42% and 40% on a GAAP and non-GAAP basis
- Total mobile revenue was \$188.0 million, growing 52% and 50% year-over-year on a GAAP and non-GAAP basis
- Local advertising revenue was \$41.8 million, growing 118% year-overvear
- Non-GAAP diluted EPS of \$0.09; GAAP EPS was a loss of \$0.01
- Share of total U.S. radio listening for Pandora in September 2014 was 9.06%, an increase from 7.77% at the same time last vear
- Announced direct deal with Merlin Participating members represent the vast majority of the overall Merlin music catalog
- Launched Pandora AMP "Artist Marketing Platform" Opens up large scale artist analytics, putting the power of big data into the hands of the working artist

OAKLAND, Calif. - October 23, 2014 - Pandora (NYSE: P), the leading Internet radio service, today announced financial results for the third quarter ended September 30, 2014.

"Our business is on-track and operating as planned, with accelerating advertising revenue growth and record RPMs, the result of increased mobile monetization and scale," stated Brian McAndrews, Chairman, President and CEO of Pandora. "At the same time we're excited to have established Pandora AMP, the Artist Marketing Platform, generated from tens of billions of hours of personalized listening. Pandora AMP offers meaningful data and insights to all 125,000-plus artists played on the service, and will help artists with critical decisions such as tour routing, set lists and title tracks."

Third Quarter 2014 Financial Results

Revenue: For the third quarter of 2014, total revenue was \$239.6 million, a 40% year-over-year increase on a non-GAAP basis ¹. Advertising revenue was \$194.3 million, a 44% year-over-year increase. Subscription and other revenue was \$45.3 million, a 25% year-over-year increase on a non-GAAP basis.

EPS: For the third quarter of 2014, GAAP basic and diluted EPS were a loss of \$0.01. Non-GAAP basic and diluted EPS were \$0.10 and \$0.09, both excluding \$22.1 million in expense from stock-based compensation and \$0.2 million in amortization of intangible assets. GAAP basic and diluted EPS and non-GAAP basic EPS were based on 207.0 million weighted average shares outstanding and non-GAAP diluted EPS was based on 219.3 million weighted average shares outstanding.

Cash and Investments: For the third quarter of 2014, the Company ended with \$437.3 million in cash and investments compared to \$437.9 million at the end of the prior quarter. Cash provided by operating activities was \$5.1 million for the third quarter of 2014 compared to \$5.8 million in the year-ago quarter.

¹ We recorded a subscription return reserve that consisted of revenue that we deferred on a GAAP basis because we had limited operating history with certain mobile subscription refund rights prior to the first quarter of 2014. The Company was required to defer all revenue until the refund rights lapsed or until it developed sufficient operating history to estimate a reserve. In periods prior to the first quarter of 2014, the subscription return reserve was excluded from the subscription and other revenue line of our GAAP presentation and included in this line of our non-GAAP presentation. In the first quarter of 2014, we established sufficient operating history to estimate a reserve for these mobile subscription refund rights. As such, the GAAP revenue results for the first quarter of 2014 included a one-time reversal of substantially all of the deferred revenue related to the subscription return reserve and our non-GAAP revenue excluded this effect.

Other Business Metrics

Listener Hours: Total listener hours grew 25% to 4.99 billion for the third quarter of 2014, compared to 3.99 billion for the same period last year.

Active Listeners: Active listeners grew 5.2% to 76.5 million at the end of the third quarter of 2014, compared to 72.7 million from the same period last year.

Guidance

Based on information available as of October 23, 2014, the Company is providing the following financial guidance:

Fourth Quarter 2014 Guidance: Revenue is expected to be in the approximate range of \$273 million to \$278 million. Non-GAAP diluted EPS is expected to be between \$0.17 and \$0.19. Non-GAAP EPS excludes stock-based compensation expense and amortization of intangible assets, assumes minimal tax expense given our net operating loss position and is based on 221 million diluted weighted average shares outstanding for the three months ending December 31, 2014.

Full Year 2014 Guidance: Non-GAAP revenue is now expected to be in the approximate range of \$912 million to \$917 million, up from prior full-year guidance of \$895 million to \$915 million. Non-GAAP diluted EPS is expected to be between \$0.19 and \$0.21, up from prior full-year guidance of \$0.16 and \$0.19. Non-GAAP EPS excludes revenue relating to our subscription return reserve, stock-based compensation expense and amortization of intangible assets, assumes minimal tax expense given our net operating loss position and is based on 219 million diluted weighted average shares outstanding for the twelve months ending December 31, 2014.

Third Quarter Ended September 30, 2014 Financial Results Conference Call: Pandora will host a conference call today at 2 p.m. PT/5 p.m. ET to discuss third quarter 2014 financial results with the investment community. A live webcast of the event will be available on the Pandora Investor Relations website at http://investor.pandora.com. A live domestic dial-in is available at (877) 355-0067 or internationally at (443) 853-1239. A domestic replay will be available at (855) 859-2056 or internationally at (404) 537-3406, using passcode 11137464, and available via webcast until November 6, 2014. Pandora announces material non-public information using its Investor Relations website (investor.pandora.com) as well its Advertising Blog (advertising.pandora.com/blog), its Linkedin page (linkedin.com/company/Pandora) and the Pandora for Business twitter handle (twitter.com/pandorapulse).

ABOUT PANDORA

Pandora (NYSE: P) gives people music and comedy they love anytime, anywhere, through connected devices. Personalized stations launch instantly with the input of a single "seed" - a favorite artist, song or genre. The Music Genome Project®, a deeply detailed hand-built musical taxonomy, powers the personalization of Pandora® internet radio by using musicological "DNA" and constant listener feedback to craft personalized stations from a growing collection of more than one million tracks. Tens of millions of people turn on Pandora every month to hear music they love. www.pandora.com

"Safe harbor" Statement:

This press release contains forward-looking statements within the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding expected revenue and non-GAAP EPS. These forward-looking statements are based on Pandora's current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results, performance or achievement to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: our operation in an emerging market and our relatively new and evolving business model; our ability to estimate revenue reserves; our ability to increase our listener base and listener hours; our ability to attract and retain advertisers; our ability to generate additional revenue on a cost-effective basis; competitive factors; our ability to continue operating under existing laws and licensing regimes; our ability to establish and maintain relationships with makers of mobile devices, consumer electronic products and automobiles; our ability to

manage our growth; our ability to continue to innovate and keep pace with changes in technology and our competitors; risks related to service interruptions or security breaches; and general economic conditions worldwide. Further information on these factors and other risks that may affect our business is included in filings we make with the Securities and Exchange Commission (SEC) from time to time, including our Transition Report on Form 10-K and our Form 10-Q for the current period, particularly under the heading "Risk Factors."

The financial information contained in this press release should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's most recent reports on Form 10-KT and Form 10-Q, each as they may be amended from time to time. The Company's results of operations for the current period are not necessarily indicative of the Company's operating results for any future periods.

These documents are available online from the SEC or on the SEC Filings section of the Investor Relations section of our website at investor.pandora.com. Information on our website is not part of this release. All forward-looking statements in this press release are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events

Non-GAAP Financial Measures

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with accounting principles generally accepted in the United States ("GAAP"), we use the following non-GAAP measures of financial performance: non-GAAP total revenue, non-GAAP subscription revenue, non-GAAP gross profit, non-GAAP net income (loss), non-GAAP basic EPS and non-GAAP diluted EPS. The presentation of this additional financial information is not intended to be considered in isolation from, as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP. These non-GAAP measures have limitations in that they do not reflect all of the amounts associated with our results of operations as determined in accordance with GAAP. In addition, these non-GAAP financial measures may be different from the non-GAAP financial measures used by other companies. These non-GAAP measures should only be used to evaluate our results of operations in conjunction with the corresponding GAAP measures. Management compensates for these limitations by reconciling these non-GAAP financial measures to the most comparable GAAP financial measures within our earnings releases.

These non-GAAP financial measures differ from GAAP in that they exclude an effect on revenue from our subscription return reserve, which consists of deferred revenue related to subscriptions that are sold with return rights and stock-based compensation and amortization of intangible assets.

The subscription return reserve consisted of revenue that we deferred on a GAAP basis because we had limited operating history with certain mobile subscription refund rights prior to the first quarter of 2014. We were required to defer revenue until the refund rights lapsed or until we developed sufficient operating history to estimate a reserve. In periods prior to the first quarter of 2014, the subscription return reserve was excluded from the subscription and other revenue line of our GAAP presentation and included in this line of our non-GAAP presentation. In the first quarter of 2014, we established sufficient operating history to estimate a reserve for these mobile subscription refund rights going forward. As such, the GAAP revenue results for the first quarter of 2014 include a one-time reversal of substantially all of the deferred revenue related to the subscription return reserve and our non-GAAP revenue excluded this effect. For periods ending as of and prior to the first quarter of 2014, management included an effect on revenue relating to our subscription return reserve because we believe that this non-GAAP measure provides greater comparability with future GAAP revenue.

Stock-based compensation consists of expenses for stock options and other awards under our equity incentive plans. Stock-based compensation is included in the following cost and expense line items of our GAAP presentation:

- Cost of revenue other
- Product development
- Sales and marketing
- General and administrative

Although stock-based compensation is an expense for us and is viewed as a form of compensation, management excludes stock-based compensation from our non-GAAP measures for purposes of evaluating our continuing operating performance primarily because it is a non-cash expense not believed by management to be reflective of our core business, ongoing operating results or future outlook. In addition, the value of stock-based instruments is determined using formulas that incorporate variables, such as market volatility, that are beyond our control.

Intangible amortization consists of non-cash charges that can be affected by the timing and magnitude of business combinations and asset purchases. Amortization for currently owned intangible assets is included in the general and administrative expense line of our GAAP presentation. Management considers its operating results without these charges when evaluating its ongoing performance because it is a non-cash expense not believed by management to be reflective of our core business, ongoing operating results or future outlook.

We believe these non-GAAP financial measures serve as useful metrics for our management and investors because they enable a better understanding of the long-term performance of our core business and facilitate comparisons of our operating results over multiple periods and to those of peer companies, and, when taken together with the corresponding GAAP financial measures and our reconciliations, enhance investors' overall understanding of our current financial performance.

In the financial tables below, we provide a reconciliation of the most comparable GAAP financial measure to the historical non-GAAP financial measures used in this earnings release.

We estimate revenue generated through both our mobile and other connected devices platform as well as our traditional computer platform. While we believe that such disaggregated revenue estimates provide directional insight for evaluating our efforts to monetize our service through these platforms, we do not validate such disaggregated revenue to the level of financial statement reporting. Such metrics should be seen as indicative only and as management's best estimate.

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Contacts:

Dominic Paschel Corporate Finance & Investor Relations investor@pandora.com (510) 842-6960

Will Valentine Pandora Corporate Communications press@pandora.com (510) 842-6996

Pandora Media, Inc.

Condensed Consolidated Statements of Operations (In thousands, except per share amounts)

(Unaudited)

	Three months ended September 30,				Nine months ended September 30,			
	2013		2014		2013		2014	
	 (recast)				(recast)			
Revenue								
Advertising	\$ 134,963	\$	194,293	\$	359,232	\$	512,251	
Subscription and other	34,340		45,300		78,299		140,551	
Total revenue	169,303		239,593		437,531		652,802	
Cost of revenue								
Cost of revenue - Content acquisition costs	83,535		111,315		249,186		331,051	
Cost of revenue - Other (1)	12,126		15,453		32,749		44,421	
Total cost of revenue	95,661		126,768		281,935		375,472	
Gross profit	 73,642		112,825		155,596		277,330	
Operating expenses								
Product development (1)	9,099		13,381		23,661		38,288	
Sales and marketing (1)	47,049		72,320		129,465		200,416	
General and administrative (1)	21,397		29,143		51,683		81,369	
Total operating expenses	77,545		114,844		204,809		320,073	
Loss from operations	(3,903)		(2,019)		(49,213)		(42,743)	
Other income (expense), net	(173)		44		(422)		236	
Loss before provision for income taxes	 (4,076)		(1,975)		(49,635)		(42,507)	
Income tax expense	(16)		(50)		(45)		(177)	
Net loss	\$ (4,092)	\$	(2,025)	\$	(49,680)	\$	(42,684)	
Basic and diluted net loss per share	\$ (0.02)	\$	(0.01)	\$	(0.28)	\$	(0.21)	
•	\$	9	`	•	175,407	Ф	204,208	
Weighted-average basic and diluted shares	 178,635		206,982		1/3,40/		204,208	

(1) Includes stock-based compensation expense as follows:

	Three months ended September 30,				Nine months of September				
		2013		2014		2013		2014	
Cost of revenue - Other	\$	\$ 540		1,063	\$	1,435	\$	2,976	
Product development		2,610		4,402		6,449		12,289	
Sales and marketing		5,754		10,442		15,202		28,675	
General and administrative		3,260		6,204		5,740		16,176	
Total stock-based compensation expense	\$	\$ 12,164		22,111	\$	28,826	\$	60,116	

Pandora Media, Inc. Condensed Consolidated Balance Sheets (In thousands)

	As of I	December 31, A	As of September 30,			
		2013	2014			
Assets	(2	nudited)	(unaudited)			
Current assets:						
Cash and cash equivalents	\$	245,755 \$	148,884			
Short-term investments		98,662	167,510			
Accounts receivable, net		164,023	197,516			
Prepaid expenses and other current assets		10,343	11,135			
Total current assets		518,783	525,045			
Long-term investments		105,686	120,944			
Property and equipment, net		35,151	42,292			
Other long-term assets		13,715	13,986			
Total assets	\$	673,335 \$	702,267			
Liabilities and stockholders' equity						
Current liabilities:						
Accounts payable	\$	14,413 \$	13,001			
Accrued liabilities		14,881	14,993			
Accrued royalties		66,110	71,509			
Deferred revenue		42,650	18,243			
Accrued compensation		17,952	31,353			
Total current liabilities		156,006	149,099			
Other long-term liabilities		9,098	10,814			
Total liabilities		165,104	159,913			
Stockholders' equity						
Common stock		20	21			
Additional paid-in capital		675,103	752,048			
Accumulated deficit		(166,591)	(209,275)			
Accumulated other comprehensive loss		(301)	(440)			
Total stockholders' equity		508,231	542,354			
Total liabilities and stockholders' equity	\$	673,335 \$	702,267			

Pandora Media, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited)

		Three mor Septen	nths end nber 30,	ed	Nine n Sep	ended er 30,	
		2013		2014	2013	2013	
	(1	recast)			(recast)		
Operating Activities							
Net loss	\$	(4,092)	\$	(2,025)	\$ (49,680) \$	(42,684
Adjustments to reconcile to net cash used in operating activities:							
Depreciation and amortization		3,183		4,115	7,718		11,224
Stock-based compensation		12,164		22,111	28,826		60,116
Amortization of premium on investments		7		726	87		2,106
Amortization of debt issuance costs		60		49	192		148
Changes in assets and liabilities:							
Accounts receivable		(12,998)		(20,298)	(27,058)	(33,493
Prepaid expenses and other assets		3,656		(922)	(6,946)	(4,288
Accounts payable and accrued liabilities		190		4,712	14,228		5,807
Accrued royalties		4,153		(729)	7,903		5,416
Accrued compensation		(2,666)		1,831	(2,245)	12,579
Deferred revenue		854		(4,520)	13,707		(24,407
Reimbursement of cost of leasehold improvements		1,279		_	1,555		3,161
Net cash provided by (used in) operating activities		5,790		5,050	(11,713)	(4,315
Investing Activities							
Purchases of property and equipment		(4,380)		(6,883)	(15,391		(23,194)
Purchases of patents		(8,000)		_	(8,000)	_
Changes in restricted cash		3,200		_	-		_
Purchases of investments		(1,200)		(79,305)	(24,634		(273,427
Proceeds from maturities of investments		14,600		69,836	44,290		186,667
Payments related to acquisition					(400		
Net cash provided by (used in) investing activities		4,220		(16,352)	(4,135)	(109,954
Financing activities							
Borrowings under debt arrangements		10,000		_	10,000		_
Repayments of debt		(10,000)		_	(10,000)	_
Proceeds from follow-on offering, net of issuance costs		379,309		_	379,309		_
Proceeds from exercise of stock options		8,554		2,606	14,640		15,168
Payment of debt issuance costs in connection with the debt refinancing		(450)		_	(450)	
Tax withholdings related to net share settlements of restricted stock units		(480)		(1,986)	(480)	(1,986
Proceeds from employee stock purchase plan				1,906			4,388
Net cash provided by financing activities		386,933		2,526	393,019		17,570
Effects of foreign currency translation on cash and cash equivalents		26		(188)	(28)	(172
Net increase (decrease) in cash and cash equivalents		396,969		(8,964)	377,143		(96,871
Cash and cash equivalents at beginning of period		40,113		157,848	59,939		245,755
Cash and cash equivalents at end of period	\$	437,082	\$	148,884	\$ 437,082		

Pandora Media, Inc. Reconciliation of GAAP to Non-GAAP Measures (In thousands, except per share amounts) (Unaudited)

	Three months ended September 30,					Nine months ended September 30,				
	 2013		2014		2013		2014			
	 (recast)				(recast)					
Revenue										
GAAP total revenue	\$ 169,303	\$	239,593	\$	437,531	\$	652,802			
Subscription return reserve	1,950		_		9,198		(14,186)			
Non-GAAP total revenue	\$ 171,253	\$	239,593	\$	446,729	\$	638,616			
Gross profit										
GAAP gross profit	\$ 73,642	\$	112,825	\$	155,596	\$	277,330			
Subscription return reserve	1,950		_		9,198		(14,186)			
Stock-based compensation: Cost of revenue - Other	540		1,063		1,435		2,976			
Non-GAAP gross profit	\$ 76,132	\$	113,888	\$	166,229	\$	266,120			
Net income (loss)										
GAAP net loss	\$ (4,092)	\$	(2,025)	\$	(49,680)	\$	(42,684)			
Subscription return reserve	1,950		_		9,198		(14,186)			
Amortization of intangibles	182		182		182		546			
Stock-based compensation	12,164		22,111		28,826		60,116			
Non-GAAP net income (loss)	\$ 10,204	\$	20,268	\$	(11,474)	\$	3,792			
Basic EPS										
GAAP basic EPS	\$ (0.02)	\$	(0.01)	\$	(0.28)	\$	(0.21)			
Subscription return reserve (1)	0.01		_		0.05		(0.07)			
Amortization of intangibles (1)	_		_		_		_			
Stock-based compensation (1)	0.07		0.11		0.16		0.30			
Non-GAAP basic EPS	\$ 0.06	\$	0.10	\$	(0.07)	\$	0.02			
Shares used in computing basic EPS	178,635		206,982		175,407		204,208			
Diluted EPS										
GAAP diluted EPS	\$ (0.02)	\$	(0.01)	\$	(0.28)	\$	(0.21)			
Subscription return reserve (1)	0.01		_		0.05		(0.05)			
Amortization of intangibles (1)	_		_		_					
Stock-based compensation (1)	0.06		0.10		0.16		0.28			
Non-GAAP diluted EPS	\$ 0.05	\$	0.09	\$	(0.07)	\$	0.02			
Shares used in computing diluted EPS	201,191		219,273		175,407		219,385			

(1) EPS may not recalculate due to rounding

Pandora Media, Inc. Monetization: RPM History (Unaudited)

		Three months ended September 30,				Nine mon Septer		
	<u> </u>	2013		2014		2013		2014
	(r	ecast)				(recast)		_
Advertising RPMs								
Traditional computer	\$	58.44	\$	64.13	\$	53.67	\$	59.64
Mobile and other connected devices		35.31		40.82		28.96		35.55
Total	\$	39.68	\$	44.35	\$	33.70	\$	39.37
Total RPMs								
Traditional computer	\$	57.50	\$	63.67	\$	53.01	\$	59.59
Mobile and other connected devices		38.75		44.96		31.59		40.82
Total	\$	42.49	\$	48.00	\$	35.97	\$	44.02
Total RPMs based on non-GAAP revenue								
Traditional computer	\$	57.68	\$	63.67	\$	53.25	\$	59.07
Mobile and other connected devices		39.32		44.96		32.48		39.78
Total	\$	42.98	\$	48.00	\$	36.73	\$	43.06