

**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): November 2, 2015

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)

Check 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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 31, 2015, Pandora Media, Inc., a Delaware corporation (the “Company”), completed its previously announced acquisition of Ticketfly, Inc., a Delaware corporation (“Ticketfly”) pursuant to the terms of an Agreement and Plan of Merger (the “Merger Agreement”) by and among the Company, Ticketfly, Tennessee Acquisition Sub I, Inc., a Delaware corporation and wholly owned subsidiary of the Company (“Merger Sub I”), Tennessee Acquisition Sub II, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company (“Merger Sub II” and together with Merger Sub I, the “Merger Subs”) and Shareholder Representative Services LLC, a Colorado limited liability company, as stockholders’ agent for the Ticketfly stockholders.

The acquisition was accomplished by the merger of Merger Sub I with and into Ticketfly (the “First Merger”), and upon consummation of the First Merger, Merger Sub ceased to exist and Ticketfly became a wholly owned subsidiary of the Company. The surviving corporation of the First Merger then merged with and into Merger Sub II, which will continue to exist as a wholly owned subsidiary of the Company with the name Ticketfly, LLC. At the closing, all outstanding shares and warrants to purchase shares of Ticketfly were cancelled and vested options were assumed in exchange for an aggregate purchase price of 11,193,847 shares of the Company’s common stock and approximately \$191 million in cash. In addition to the purchase price, unvested options and restricted stock units of Ticketfly held by Ticketfly employees were converted into unvested options and unvested restricted stock units to acquire common stock of the Company.

The foregoing summary of the Merger Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the Merger Agreement, which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K/A on October 8, 2015.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial Statements of Business Acquired. Financial statements for Ticketfly will be filed by amendment to this Current Report on Form 8-K as soon as practicable, but in no event later than 71 days after the date this Current Report on Form 8-K is required to be filed.
- (b) Pro Forma Financial Information. Pro forma financial information reflecting the effect of the merger will be filed by amendment to this Current Report on Form 8-K as soon as practicable, but in no event later than 71 days after the date this Current Report on Form 8-K is required to be filed.
- (d) Exhibits.

Exhibit No.	Exhibit Description
99.1	Press Release dated November 2, 2015

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: November 2, 2015

By: /s/ Stephen Bené
Stephen Bené
General Counsel and Corporate Secretary

EXHIBIT INDEX

Exhibit No.	Exhibit Description
99.1	Press Release dated November 2, 2015

PANDORA®

Pandora Completes Acquisition of Ticketfly

OAKLAND, Calif. - November 2, 2015 -- Pandora (NYSE:P), the world's most powerful music discovery platform, today announced it has completed its acquisition of leading live events technology company, Ticketfly. Together, Pandora and Ticketfly will create the definitive music platform for connecting fans, artists and event promoters.

The combination of Pandora and Ticketfly will solve the longstanding problem of event discovery by seamlessly connecting Pandora's more than 78 million monthly active music fans to events they'll love. This will enable artists and promoters to sell out more shows and will strengthen the bond between artists and their fans. The companies will also harness the power of their combined data to create new tools for music makers to increase their revenue and improve recommendations for fans to enhance their overall music experience.

The acquisition was originally announced on October 7, 2015. For more about Pandora's acquisition of Ticketfly, check out our [blog](#).

ABOUT PANDORA

Pandora is the world's most powerful music discovery platform - a place where artists find their fans and listeners find music they love. We are driven by a single purpose: unleashing the infinite power of music by connecting artists and fans, whether through earbuds, car speakers, live on stage or anywhere fans want to experience it. Our team of highly trained musicologists analyze hundreds of attributes for each recording which powers our proprietary Music Genome Project®, delivering billions of hours of personalized music tailored to the tastes of each music listener, full of discovery, making artist/fan connections at unprecedented scale. Founded by musicians, Pandora empowers artists with valuable data and tools to help grow their careers and connect with their fans.

www.pandora.com | [Pandora Blog](#) | [Pandora LinkedIn](#) | [@PandoraPulse](#)

ABOUT TICKETFLY

Ticketfly is a technology company reimagining the live event experience for promoters and fans. Its powerful ticketing, digital marketing, and analytics software helps promoters book top talent, sell more tickets, and increase in-venue revenue, while its consumer tools help fans find and purchase tickets to great events. The company was co-founded in 2008 by Andrew Dreskin, co-founder of TicketWeb, the first company to ever sell tickets online. Since then, over 1,200 leading venues and promoters have partnered with Ticketfly to power their events, including Merriweather Post Pavilion, Forest Hills Stadium, the Brooklyn Bowl, and Pitchfork Music Festival. In 2015, Ticketfly was named one of *Fast Company's* "Most Innovative Companies in Music."

Pandora

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