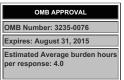
FORM D

Notice of Exempt Offering of Securities

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



1. Issuer's Identity		
CIK (Filer ID Number)	Previous Name(s) 🔲 None	Entity Type
0001230276	PANDORA MEDIA INC	Corporation
Name of Issuer	SAVAGE BEAST TECHNOLOGIES INC	C Limited Partnership
Pandora Media, Inc.		C Limited Liability Company
Jurisdiction of Incorporation/Organization		C General Partnership
DELAWARE		C Business Trust
Year of Incorporation/Organizati	on	C Other
Over Five Years Ago		
© Within Last Five Years (Specify Year)		

○ Yet to Be Formed

OAKLAND

2. Principal Place of Business and Contact Information Name of Issuer Pandora Media, Inc. Street Address 1 Street Address 2 [2101 WEBSTER STREET City State/Province/Country ZIP/Postal Code Phone No. of Issuer

94612

(510) 451-4100

CALIFORNIA

3. Related Persons

Last Name		First Name			Middle	Name	e
McAndrews		Brian					
Street Address 1			1	Street Address 2			
c/o Pandora Media, In	ıc.		[2101 Webster St	reet, Suit	te 165	i0
City		State/Province/C	Coun	try	ZIP/Pos	stal C	ode
Oakland		CALIFORNIA			94612		
Relationship:	Execut	ive Officer	•	Director			Promoter
Clarification of Response	(II Necessary)					
Last Name		First Name			Middle	Name	e
Chernin		Peter					
Street Address 1			5	Street Address 2			
c/o Pandora Media, In	ıc.		[2101 Webster St	reet, Suit	te 165	i0
City		State/Province/C	Coun	try	ZIP/Pos	tal C	ode
Oakland		CALIFORNIA			94612		
Relationship:	Execut	ive Officer	•	Director			Promoter

Last Name		First Name		Middle Name
Faxon		Roger		
Street Address 1		- <u> </u>	Street Addre	ss 2
c/o Pandora Media, Ind	c.		2101 Webs	ter Street, Suite 1650
City		State/Province	e/Country	ZIP/Postal Code
Oakland		CALIFORN	IA	94612
Relationship:	Execu	tive Officer	Director	Promoter
Clarification of Response (if Necessar	y)		
Last Name		First Name		Middle Name
Feuille		James		M.P.
Street Address 1			Street Addre	
c/o Pandora Media, Ind	c.			ter Street, Suite 1650
City		State/Province		ZIP/Postal Code
Oakland		CALIFORN	-	94612
Oukland				
Relationship:	Execu	tive Officer	Director	Promoter
Clarification of Response (if Necessar	y)		
<u> </u>				
		First Name		Middle Name
Last Name Gotcher		First Name		Middle Name
Gotcher			Street Addre	ss 2
Gotcher	 c.			
Gotcher Street Address 1 c/o Pandora Media, Inc	 c.		2101 Webs	ss 2
Gotcher Street Address 1 c/o Pandora Media, Inc	c	Peter	2101 Webs	ss 2 ter Street, Suite 1650
Street Address 1 C/o Pandora Media, Inc City Oakland		State/Province	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/O Pandora Media, Ind City Oakland Relationship:	Execu	Peter State/Province CALIFORN tive Officer	2101 Webs	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/O Pandora Media, Ind City Oakland	Execu	Peter State/Province CALIFORN tive Officer	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/O Pandora Media, Ind City Oakland Relationship:	Execu	Peter State/Province CALIFORN tive Officer	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/O Pandora Media, Ind City Oakland Relationship:	Execu	Peter State/Province CALIFORN tive Officer	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Execu	Peter State/Province CALIFORN tive Officer	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Execu	Peter State/Province CALIFORN tive Officer y)	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Promoter
Gotcher Street Address 1 C/o Pandora Media, Ind City Oakland Relationship: Clarification of Response (Last Name Leiweke	Execu	Peter State/Province CALIFORN tive Officer y)	2101 Webs //Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Promoter Middle Name
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Last Name Leiweke Street Address 1	Execu if Necessar	Peter State/Province CALIFORN tive Officer y)	IA Street Addre	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Promoter Middle Name
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Leiweke Street Address 1 C/o Pandora Media, Inc	Execu if Necessar	Peter State/Province CALIFORN (continuent) Itive Officer y) First Name [Timothy	2101 Webs //Country IA Director Street Addree	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Promoter Middle Name ss 2
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Last Name Leiweke Street Address 1 C/o Pandora Media, Inc City	Execu if Necessar	Peter State/Province CALIFORN tive Officer y) First Name Timothy State/Province	2101 Webs //Country IA Director Street Addre 2101 Webs //Country	ss 2 ter Street, Suite 1650 ZIP/Postal Code Middle Name ss 2 ter Street, Suite 1650 ZIP/Postal Code
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Leiweke Street Address 1 C/o Pandora Media, Inc	Execu if Necessar	Peter State/Province CALIFORN (continuent) Itive Officer y) First Name [Timothy	2101 Webs //Country IA Director Street Addre 2101 Webs //Country	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Promoter Middle Name ss 2 ter Street, Suite 1650
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Last Name Leiweke Street Address 1 C/o Pandora Media, Inc City Oakland	Execu if Necessar	Peter State/Province CALIFORN tive Officer y) First Name Timothy State/Province	2101 Webs //Country IA Director Street Addre 2101 Webs //Country	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Middle Name ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612
Gotcher Street Address 1 C/o Pandora Media, Inc City Oakland Relationship: Clarification of Response (Last Name Leiweke Street Address 1 C/o Pandora Media, Inc City Oakland	Execu if Necessar	Peter State/Province CALIFORN tive Officer y) First Name Timothy State/Province State/Province CALIFORN	2101 Webs 2/Country IA Director Street Addre 2101 Webs 2/Country IA	ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612 Middle Name ss 2 ter Street, Suite 1650 ZIP/Postal Code 94612

Last Name	First Name		Middle Name	
Nelson	Elizabeth		A.	
Street Address 1		Street Address 2		
c/o Pandora Media, Inc.		2101 Webster St	reet, Suite 1650	
City	State/Province/Cou	intry	ZIP/Postal Code	
Oakland	CALIFORNIA		94612	
<u></u>			<u></u>	
Relationship: Exec	utive Officer	Director	Promoter	
Clarification of Response (if Necessa	ry)			
				_
Last Name	First Name		Middle Name	
Rosen	Mickie			
Street Address 1]	Street Address 2		_
c/o Pandora Media, Inc.		2101 Webster St		
City	State/Province/Cou	intry	ZIP/Postal Code	1
Oakland	CALIFORNIA		94612	
Relationship: Exec	utive Officer	Director	Promoter	
Clarification of Response (if Necessa				
	. 3)			
				_
Last Name	First Name		Middle Name	
Westergren	Tim]		
Street Address 1		Street Address 2		
c/o Pandora Media, Inc.		2101 Webster St	reet, Suite 1650	
City	State/Province/Cou	<u> </u>	ZIP/Postal Code	
Oakland		·	94612	
Cukland			,4012	
Relationship: Exec	utive Officer	7 Director	Promoter	
Exec	auve onder 19		I Tomoter	
Clarification of Response (if Necessa	ry)			1
				_
Last Name	First Name		Middle Name	
Bene	Steve]		
Street Address 1		Street Address 2		
c/o Pandora Media, Inc.]	2101 Webster St	reet Suite 1650	
	State/Drasines/Car	<u> </u>		
City	State/Province/Cou	y	ZIP/Postal Code]
Oakland	CALIFORNIA		74012	
Relationship: Exec	utive Officer	Director	Promoter	
Clarification of Response (if Necessa	ry)			

Clemens		Sara			
Street Address 1			Street Address	2	
c/o Pandora Media	Inc]		Street, Suite 1650	
City	, IIIC.	State/Province/0		ZIP/Postal Code	
Oakland			-	94612]
			-		
Relationship:	Exect	itive Officer	Director	Promoter	
Clarification of Respon	nse (if Necessar	.v)			
		<i>31</i>			
					—
Last Name		First Name		Middle Name	
Fleming-Wood		Simon			
Street Address 1			Street Address	2	
c/o Pandora Media	, Inc.		2101 Webster	Street, Suite 1650	
City		State/Province/0	Country	ZIP/Postal Code	÷
Oakland		CALIFORNI	A	94612	
Relationship:	Exect	tive Officer	Director	Promoter	
Clarification of Respon	ise (if Necessar	·v)			
	(<i>J</i> /			
<u> </u>					
Last Name		First Name		Middle Name	
Herring		Mike			
Street Address 1			Street Address	2	
c/o Pandora Media	, Inc.		2101 Webster	Street, Suite 1650	
City		State/Province/0	Country	ZIP/Postal Code	
Oakland		CALIFORNI	A	94612	
Relationship:	Exect	tive Officer	Director	Promoter	
Clarification of Respon		(v ⁻		iL	
		3)			
					—
Last Name		First Name		Middle Name	
Phillips		Chris			
Street Address 1			Street Address	2	
c/o Pandora Media	, Inc.]	2101 Webster	Street, Suite 1650	
City		State/Province/0	Country	ZIP/Postal Code	
Oakland		CALIFORNIA	A	94612	
Relationship:	Exect	tive Officer	Director	Promoter	
Clarification of Respon	se (if Necessar	(v [.]			
Ciarintation of Kespol	ise (11 Inccessal	31			
<u> </u>					
Last Name		First Name		Middle Name	
Trimble		John			
Li				<u></u>	

Street Address 1		Street Address 2		
c/o Pandora Media, Inc.		2101 Webster S	treet, Suite 1650	[
City	State/Province/Con	intry	ZIP/Postal Code	
Oakland	CALIFORNIA		94612	
Relationship:	Executive Officer	Director	Promoter	
Clarification of Response (if N	ecessary)			

Health Care

C

C

C Manufacturing

Real Estate

0

C Commercial

C Construction

C Residential

REITS & Finance

C Other Real Estate

C Biotechnology

C Health Insurance

4. Industry Group

C Agriculture

Banking & Financial Services

- C Commercial Banking
- C Insurance
- C Investing
- C Investment Banking
- C Pooled Investment Fund
- Other Banking & Financial C Services

C Business Services

Energy

- C Coal Mining
- C Electric Utilities
- C Energy Conservation
- C Environmental Services
- C Oil & Gas
- C Other Energy

- C Retailing
 - C Restaurants
- Hospitals & Physicians
- Technology
- Other Technology

Travel

- C Airlines & Airports
- C Lodging & Conventions
- C Tourism & Travel Services
- C Other Travel
- C Other

5. Issuer Size

Revenue Range

- C No Revenues
- C \$1 - \$1,000,000
- C \$1,000,001 - \$5,000,000
- C \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$100,000,000
- C Over \$100,000,000
- 0 Decline to Disclose

C Not Applicable

Aggregate Net Asset Value Range

- 0 No Aggregate Net Asset Value
- \$1 \$5,000,000 0
- O \$5,000,001 - \$25,000,000
- C \$25,000,001 - \$50,000,000
- C \$50,000,001 - \$100,000,000
- 0 Over \$100,000,000
- C Decline to Disclose
- 0 Not Applicable

6. F app	• •	s) and Exclusion(s) Claimed (select all that
	Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
	Rule 504 (b)(1)(i)	Rule 506(b)
	Rule 504 (b)(1)(ii)	Rule 506(c)
	Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
		Investment Company Act Section 3(c)

- Pharmaceuticals C Other Health Care
 - C Computers
 - C Telecommunications

•	New Notice	Date of First Sale	2015-10-31	Γ	First Sale Yet to Occur
	Amendment				

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? C $_{\rm Yes}$ \odot $_{\rm No}$

 9. Type(s) of Securities Offered (select all that apply)

 □
 Pooled Investment Fund Interests
 Image: Equity

 □
 Tenant-in-Common Securities
 □
 Debt

 □
 Mineral Property Securities
 □
 Option, Warrant or Other Right to Acquire Another Security

 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
 □
 Other (describe)

10. Business Combination Transaction
Is this offering being made in connection with a business combination ${}_{ m C}$ ${}_{ m Yes}$ ${}^{ m C}$ ${}_{ m No}$
Clarification of Response (if Necessary)
This offering is being made in connection with the acquisition of Ticketfly, Inc.
11. Minimum Investment
Minimum investment accepted from any outside s USD
12. Sales Compensation
Recipient CRD Number 🔽 None
(Associated) Broker or Dealer I None (Associated) Broker or Dealer CRD None Number
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation

13. Offering and Sales Amounts						
Total Offering Amount	\$ 117938551 USD 🔲 Indefinite					
Total Amount Sold	\$ 117938551 USD					
Total Remaining to be Sold	\$ 0 USD 🗖 Indefinite					
Clarification of Respons	e (if Necessary)					

offering

Clarificati

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the

		_
		- 11

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

79	

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0	USD	Estimate
Finders' Fees	\$ 0	USD	Estimate
on of Response (if Necessa	ry)		

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0	USD	Π	Estimate
	-		

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which the issuer maintains its principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the state in which the state in which the issuer maintains is principal place of business or any State in which the state in which the issuer maintains its principal place of business or any State in which the issuer maintains is principal place of business or any State in which the issuer maintains is principal place of business or any State in which the issuer maintains is principal place of business or any State in which the issuer maintains is principal place of business or any State in which the issuer maintains is principal place of business or any State in which the issuer maintains is principal place business or any State in which the issuer maintains is principa
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Pandora Media, Inc.	Jeremy Liegl	Jeremy Liegl	Assistant Secretary	2015-11-12