
**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): March 23, 2016

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

Effective March 23, 2016, the Board increased the size of the Board to ten directors and appointed Anthony J. Vinciguerra as a Class III director of the Company to serve until the expiration of the Class III term at the 2017 annual meeting of stockholders, or until his earlier death, disqualification, resignation or removal. Mr. Vinciguerra has not yet been appointed to any committee of the Board.

Mr. Vinciguerra will be compensated for his service on the Board pursuant to the Company's non-employee director compensation practices (pro-rated for any partial year of service), which currently includes annual cash compensation of \$40,000. The Board approved an equity grant in an amount consistent with the awards granted annually to non-employee directors of 25,585 restricted stock units to Mr. Vinciguerra, which will vest in full on the earlier of June 1, 2017 or the date of the 2017 annual meeting of stockholders. Mr. Vinciguerra also entered into the Company's standard form of director indemnification agreement.

The Company has not entered into any transactions identified in Item 404(a) of Regulation S-K with Mr. Vinciguerra.

Item 7.01 Regulation FD Disclosure.

On March 23, 2016, the Company issued a press release announcing the appointment of Mr. Vinciguerra to the Board. A copy of this press release is furnished as Exhibit 99.1 hereto.

The information provided pursuant to Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (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 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 March 23, 2016

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: March 23, 2016

By: Stephen Bené
Stephen Bené
General Counsel and Corporate Secretary

EXHIBIT INDEX

**Exhibit
No.**

Exhibit Description

99.1

Press Release dated March 23, 2016

PANDORA®

Pandora Adds Anthony J. “Tony” Vinciguerra as New Independent Member to its Board of Directors Effective Immediately

Media veteran brings decades of experience in advising and growing global businesses

OAKLAND, Calif., March 23, 2016 — Pandora (NYSE:P), the go-to music source for fans and artists, today announced that it is expanding the size of Pandora’s board from 9 seats to 10 seats with the addition of Anthony J. “Tony” Vinciguerra, a technology, media and telecom expert with over 30 years of industry experience. Vinciguerra will join the board as a Class III Director and will be included in Pandora’s proxy statement for election at the 2017 Annual Meeting of Stockholders.

Vinciguerra has three decades of experience in the media industry, which includes advising and growing Fortune 100 media and technology companies. Since 2011, he has been a Senior Advisor to Texas Pacific Group (TPG) in the Technology, Media and Telecom sectors. He has extensive public-company board experience, serving as a director of Qualcomm since July 2015. He previously served as a director of DirecTV from September 2013 until its sale to AT&T in July 2015, Motorola Mobility Holdings, Inc. from January 2011 to May 2012, and Motorola, Inc. from July 2007 to January 2011.

Prior to his tenure at TPG, Vinciguerra was Chairman and Chief Executive Officer of Fox Networks Group, the largest and most profitable operating unit of News Corporation. Earlier in his career, he held various management positions in the broadcasting and media industry. He holds a B.A. degree in marketing from the State University of New York.

“We’re delighted to welcome Tony to our Board. His extensive experience and insights will greatly benefit Pandora,” said Brian McAndrews, CEO and Chairman of Pandora. “Tony’s addition will help guide Pandora as we grow the company, expand profitability and deliver value for shareholders.”

“We look forward to having Tony on the Board as we work to realize the value that Pandora holds for our stockholders,” said Peter Gotcher, Lead Independent Director on Pandora’s Board. “As the fourth new independent director added in the past 12 months, Tony’s appointment is emblematic of our continued efforts to bring highly experienced and talented individuals with unique perspectives to the Board.”

Vinciguerra will join the board as an independent director. He follows the appointments of media, music and entertainment veterans Mickie Rosen, Roger Faxon and Tim Leiweke who joined the Pandora Board of Directors in 2015 as part of Pandora’s ongoing commitment to bring fresh expertise and skills to advance the company’s growth strategy.

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.

Pandora

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