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**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 2, 2017

**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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors of Pandora Media, Inc. (the "Company") has approved an amendment (the "Amendment") to the Company's Amended and Restated Bylaws, as amended (the "Bylaws") to provide for an extension of the date by which stockholders must submit nominations of persons for election to the Board of Directors of the Company in connection with the Company's 2017 annual meeting to the later of (i) the latest date as otherwise determined in accordance with the Bylaws and (ii) March 17, 2017.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Exhibit Description</u>   |
|--------------------|--|
| 3.1                | Certificate of Amendment to the Amended and Restated Bylaws of Pandora Media, Inc., as amended |

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**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 2, 2017

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

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit Description</b>   |
|--------------------|--|
| 3.1                | Certificate of Amendment to the Amended and Restated Bylaws of Pandora Media, Inc., as amended |

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED BYLAWS  
OF  
PANDORA MEDIA, INC.**

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The undersigned, Secretary of Pandora Media, Inc., a Delaware Corporation (the "Corporation"), hereby represents that, in accordance with Article 6, Section 6.06 of the Amended and Restated Bylaws (the "Bylaws") of the Corporation effective as of June 20, 2011, and as amended on July 21, 2016, the Board of Directors of the Corporation has amended Section 2.10(a)(ii) of the Bylaws as follows:

The following sentence shall be added after the last sentence in Article 2, Section 2.10(a)(ii):

"Notwithstanding anything in this paragraph to the contrary, solely for purposes of the annual meeting to occur in 2017, a stockholder's notice relating to nominations of persons for election to the Board of Directors of the Corporation such annual meeting shall be timely if it is delivered to or mailed and received by the Secretary of the Corporation at the principal executive offices of the Corporation no later than the later of (A) the latest date as determined in accordance with the second preceding sentence and (B) March 17, 2017."

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of Pandora Media, Inc., and that the foregoing amendment to the Amended and Restated Bylaws was adopted by its Board of Directors effective as of March 2, 2017.

**PANDORA MEDIA, INC.**

By:       /s/ Steve Bené      

Name: Steve Bené

Title: General Counsel and Corporate Secretary