
**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): April 26, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Effective as of April 26, 2017, 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) May 8, 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

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: April 27, 2017

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

EXHIBIT INDEX

Exhibit No.	Exhibit Description
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.**

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, March 2, 2017, March 16, 2017, March 30, 2017 and April 14, 2017, 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) May 8, 2017."

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of the Corporation, and that the foregoing amendment to the Amended and Restated Bylaws was adopted by the Corporation's Board of Directors effective as of April 26, 2017.

PANDORA MEDIA, INC.

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