

Pandora Media, Inc.
Form 3
January 25, 2016

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Robinson Kristen
(Last) (First) (Middle)

C/O PANDORA MEDIA,
INC.,Â 2101 WEBSTER
STREET, #1650

(Street)

OAKLAND,Â CAÂ 94612

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
01/14/2016

3. Issuer Name **and** Ticker or Trading Symbol
Pandora Media, Inc. [P]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer ___ Other
(give title below) (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

98,616 ⁽¹⁾

D Â

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Market Share Units	Â (2)	Â (2)	Common Stock	46,000 (2)	\$ (3)	D	Â
Common Stock (Right to Buy)	Â (4)	03/03/2024	Common Stock	58,700	\$ 37.88	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Kristen C/O PANDORA MEDIA, INC. 2101 WEBSTER STREET, #1650 OAKLAND, CA 94612	Â	Â	Â Chief Human Resources Officer	Â

Signatures

/s/ Jeremy Liegl,
attorney-in-fact

01/25/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This amount includes 4,866 shares of common stock and 93,750 unvested restricted stock units, which include the remaining unvested shares in the following grants: (i) 33,000 restricted stock units that vest in four equal annual installments beginning on 2/15/2015,

(1) pursuant to the terms of the March 3, 2014 RSU grant, and (ii) 69,000 restricted stock units that vest over a total of four years, with 25% vesting on 2/15/2016 and thereafter 1/16th of the total number of shares vesting quarterly, pursuant to the terms of the March 11, 2015 RSU grant.

Pursuant to the terms of the March 11, 2015 MSU grant, represents the target number of market share units which may be earned over a
(2) three-year period based on Pandora's annual relative total shareholder return compared to that of the Russell 2000 Index. The actual amount earned and eligible for vesting may be between 0 and 200% of this number, depending on actual performance.

(3) Each market share unit represents a contingent right to receive one share of Pandora Media, Inc. common stock.

(4) Pursuant to the terms of the March 3, 2014 grant, the option grant vests and becomes exercisable with respect to 25% of the total number of shares on 3/3/2015 and thereafter 1/48th of the total number of shares vesting monthly.

Â

Remarks:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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