

GOTCHER PETER C

Form 3

June 14, 2011

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

GOTCHER PETER C

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/14/2011

3. Issuer Name **and** Ticker or Trading Symbol
Pandora Media, Inc. [P]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)PANDORA MEDIA,
INC., 2101 WEBSTER
STREET, SUITE 1650

(Street)

OAKLAND, CA 94612

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ 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

600,000

D

A

Common Stock

50,000 ⁽¹⁾

I

By Trust ⁽²⁾

Common Stock

50,000 ⁽¹⁾

I

By Trust ⁽³⁾

Common Stock

50,000 ⁽¹⁾

I

By Trust ⁽⁴⁾

Common Stock

50,000 ⁽¹⁾

I

By Trust ⁽⁵⁾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
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	Â (6)	Â (6)	Common Stock	732,766 (7)	\$ (7)	D	Â
Series B Preferred Stock	Â (6)	Â (6)	Common Stock	62,614 (7)	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOTCHER PETER C PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND,Â CAÂ 94612	Â X	Â	Â	Â

Signatures

/s/ Jeremy Liegl,
Attorney-in-Fact

06/14/2011

__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).

(1) A portion of these shares is subject to a right of repurchase held by the Issuer.

(2) John Gotcher Trust U/A/D 12-16-94

(3) Miles Gotcher Trust U/A/D 12/16/94

(4) Nicholas Gotcher Trust U/A/D 12-16-94

(5) William Gotcher Trust U/A/D 12-16-94

(6) The securities are preferred stock of the Issuer. These securities are immediately convertible and do not have an expiration date.

(7) Each share of preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.

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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