

Pandora Media, Inc.
Form 4
August 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Feuille James

(Last) (First) (Middle)

TWO EMBARCADERO
CENTER, SUITE 2200

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 08/08/2014 | | G | | 273,585 (1) | D | |
| Common Stock | 08/08/2014 | | G | | 273,585 (1) | I | By the Revocable Trust |
| Common Stock | 08/08/2014 | | J | | 5,116 | I | By the Revocable Trust |
| Common Stock | 08/11/2014 | | J | | 45,375 | I | By the Revocable Trust |
| | | | | | \$ 0 (2) | | |
| | | | | | \$ 0 (3) | | |

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Common Stock 08/11/2014 J 45,375 A \$ 0
 (4) 270,187 (5) I By the Irrevocable Trust

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Feuille James TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

James Feuille 08/12/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) On August 8, 2014, Mr. Feuille gifted these shares to the James M.P. Feuille & Nancy J. Murray 2012 Revocable Trust (the "Revocable Trust"), of which Mr. Feuille is co-trustee.

(2)

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These shares were distributed to the Revocable Trust by an investment fund in which it is an investor in a pro rata distribution to all of the fund's investors for no consideration.

- (3) These shares were distributed to the Revocable Trust by a limited liability company of which it is a member in a pro rata distribution to all of the company's members for no consideration.

- (4) These shares were distributed to the Feuille-Murray Irrevocable Trust dated 12/19/ 2012 (the "Irrevocable Trust"), of which Mr. Feuille is a co-trustee, by a limited liability company of which the Irrevocable Trust is a member in a pro rata distribution to all of the company's members for no consideration.

- (5) These shares were reported on previous Forms 4 as held directly by Mr. Feuille. However, they are held directly by the Irrevocable Trust.

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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