

Pandora Media, Inc.
Form 4
February 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
MARTIN CHRISTOPHER DOUGLAS

(Last) (First) (Middle)

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

(Street)

OAKLAND, CA 94612

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

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)

Chief Technology Officer

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount (D) or Price | | | |
| Common Stock | 02/12/2016 | | M | | 3,300 <u>(1)</u> | A | <u>(2)</u> 217,716 | D |
| Common Stock | 02/12/2016 | | F | | 1,442 <u>(1)</u> | D | \$ 8 216,274 | D |
| Common Stock | 02/12/2016 | | F | | 6,564 <u>(3)</u> | D | \$ 8 209,710 | D |
| Common Stock | 02/12/2016 | | F | | 380 <u>(4)</u> | D | \$ 8 209,330 | D |
| Common Stock | 02/12/2016 | | A ⁽⁵⁾ | V | 1,303 | A | \$ 6.8 210,633 | D |

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Pursuant to the terms of the March 11, 2015 grant of market share units ("MSUs"), 3,300 shares of Pandora Media, Inc. ("Pandora") common stock ("Shares") were earned and vested on February 15, 2016, and 1,442 Shares were withheld at vesting to cover required tax withholding.

- (2) Each MSU represents a contingent right to receive one Share.
- (3) Pursuant to the terms of the March 11, 2015 RSU grant as reported on a Form 3 filed on January 25, 2016, 6,564 shares were withheld at vesting to cover required tax withholding.
- (4) Pursuant to the terms of the March 18, 2014 RSU grant as reported on a Form 3 filed on January 25, 2016, 380 shares were withheld at vesting to cover required tax withholding.
- (5) These shares were acquired under the Issuer's 2014 Employee Stock Purchase Plan in transactions that were exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (6) Shares disposed of pursuant to a previously established Rule 10b5-1 plan.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.92 to \$8.09, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (7) to this Form 4.
- (7)

- Based on Pandora's annual relative total shareholder return compared to that of the Russell 2000 Index over the period beginning January 1, 2015 and ending on December 31, 2015, the reporting person earned 3,300 MSUs, or 22% of the MSUs eligible for vesting during such performance period.
- (8)

- The MSUs vest in three annual installments, on February 15, 2016, February 15, 2017, and February 15, 2018, subject to the reporting person's continued service. The number of MSUs which may be earned at each installment is based on Pandora's annual relative total shareholder return compared to that of the Russell 2000 Index, over a period beginning January 1, 2015 and ending on December 31 of the year prior to the annual installment date. On each of the first two annual installments, depending on actual performance, the reporting person has the ability to earn up to one-third of the total number of MSUs granted; on the third annual installment, the reporting person has the ability to earn up to 200% of the total MSUs granted less any MSUs earned over the first two annual installments.
- (9)

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