KAVNER ROBERT M

Form 4 June 21, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires:

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per 0.5

Symbol

response...

5. Relationship of Reporting Person(s) to

Issuer

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

KAVNER ROBERT M

1. Name and Address of Reporting Person *

			Pandora Media, Inc. [P]			(Check all applicable)					
	(First) A MEDIA, INC., R STREET, SUIT			Day/Year)	Transaction			_X_ Director Officer (gi	1	0% Owner Other (specify	
	(Street)		4. If Am	endment, I	ate Original			6. Individual or	Joint/Group F	iling(Check	
OAKLAND, CA 94612				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securi	ties Acc	quired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)) Execution any		3. Transacti Code (Instr. 8)	4. Securitie or(A) or Disj (Instr. 3, 4	posed o	of (D)	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)	
Common Stock	06/20/2011			C	199,150	A	<u>(1)</u>	213,635	I	By Trust (2)	
Common Stock	06/20/2011			C	43,212	A	<u>(1)</u>	256,847	I	By Trust (2)	
Common Stock								570,473 (3)	I	By Kavner Partners, a Delaware Multiple Series	

Limited Partnership (Series B) (4)

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Common Stock	31,867	I	By Trust (5)
Common Stock	31,867	I	By Trust (6)

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

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

SEC 1474

(9-02)

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

1. Title Derivati Security (Instr. 3	ive Conversion or Exercise		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ecurities Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series Prefer Stock		06/20/2011		C	199,150	<u>(1)</u>	<u>(1)</u>	Common Stock	199,150
Series Prefer Stock		06/20/2011		C	43,212	<u>(1)</u>	<u>(1)</u>	Common Stock	43,212

Deletionshins

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NED DODEDE M							

KAVNER ROBERT M
PANDORA MEDIA, INC.
2101 WEBSTER STREET, SUITE 1650
OAKLAND, CA 94612

Signatures

/s/ Jeremy Liegl, Attorney-in-fact 06/21/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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) Each share of Series B and Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis upon the closing of the Issuer's initial public offering of Common Stock and had no expiration date.
- (2) Robert M. Kavner and Allyson P. Kavner, Trustees of Kavner Family Trust 1999 u/i dtd. May 17, 1999.
- (3) A portion of these shares are subject to a right of repurchase held by the Issuer.
 - Robert Kavner is an affiliate of Kavner Partners, a Delaware Multiple Series Limited Partnership (Series B). Mr. Kavner disclaims
- (4) beneficial ownership with respect to all shares beneficially owned by Kavner Partners, except to the extent of his pecuniary interests therein
- (5) Robert M. Kavner, Allyson P. Kavner and Thomas J. Ross, Jr., Trustees of Kathryn Ray Kavner Trust 2000 u/i dtd. March 14, 2000.
- (6) Robert M. Kavner, Allyson P. Kavner and Thomas J. Ross, Jr., Trustees of Reed I. Kavner Trust 2000 u/i dtd. March 14, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.