

Pandora Media, Inc.  
Form 8-K  
December 02, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **December 2, 2015**

**Pandora Media, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35198**  
(Commission  
File Number)

**94-3352630**  
(IRS Employer  
Identification No.)

**2101 Webster Street, Suite 1650**

**Oakland, CA 94612**

(Address of principal executive offices, including zip code)

**(510) 451-4100**

(Registrant's telephone number, including area code)

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**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 2, 2015, Pandora Media, Inc. (the "Company") entered into Amendment No. 1 to Credit Agreement (the "Amendment"), which amends that certain Credit Agreement, dated as of May 13, 2011, as amended and restated as of September 12, 2013 (the "Credit Agreement," and as further amended, restated, or otherwise modified, the "Credit Facility"), among the Company, as the borrower, the lenders party thereto, and JPMorgan Chase Bank, N.A., as the administrative agent. The amendment, among other things, (1) increases the size of the Permitted Convertible Note basket from \$300 million to \$500 million in aggregate principal amount outstanding at any one time; (2) amends the definition of Permitted Convertible Notes to include notes that are convertible into cash; (3) amends the definition of Permitted Call Spread Hedge Agreements to include capped call options; and (4) permits distributions to repay permitted indebtedness upon its stated maturity. The foregoing description of the Credit Facility is qualified in its entirety by reference to the Credit Agreement, which is hereby incorporated by reference to Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q filed on November 26, 2013.

**Item 7.01. Regulation FD Disclosure.**

On December 2, 2015, the Company issued a press release announcing its intention to offer \$300 million aggregate principal amount of convertible senior notes due 2020. The Company also expects to grant the initial purchaser of the notes a 30-day option to purchase up to an additional \$45 million aggregate principal amount of the notes. The full text of the press release is furnished hereto as Exhibit 99.1.

As discussed in the press release, in connection with the offering of the notes, the Company expects to enter into one or more privately negotiated capped call transactions with one or more financial institutions and their affiliates. The capped call transactions are expected generally to reduce the potential dilution to Pandora's common stock upon any conversion of notes and/or offset the cash payments Pandora is required to make in excess of the principal amount of the converted notes in the event that the market price of Pandora's common stock is greater than the strike price of the capped call transactions (which will initially correspond to the initial conversion price of the notes and is subject to certain adjustments under the terms of the capped call transactions), with such reduction and/or offset subject to a cap based on the cap price of the capped call transactions.

The information furnished with this report, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01. Other Events.**

Certain updated risk factors related to the Company's business are being filed herein as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits.**

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(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued on December 2, 2015 by Pandora Media, Inc.
99.2	Risk Factors Relating to the Company's Business, updated as of December 2, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PANDORA MEDIA, INC.**

Dated: December 2, 2015

By:

/s/ Stephen Bené  
Stephen Bené  
General Counsel and Corporate Secretary

**EXHIBIT INDEX**

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