

GOTCHER PETER C  
 Form 3  
 June 14, 2011

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GOTCHER PETER C</p> <p>(Last) (First) (Middle)</p> <p>PANDORA MEDIA, INC., Â 2101 WEBSTER STREET, SUITE 1650</p> <p>(Street)</p> <p>OAKLAND, Â CA Â 94612</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/14/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Pandora Media, Inc. [P]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	Â
Common Stock	50,000 <sup>(1)</sup>	I	By Trust <sup>(2)</sup>
Common Stock	50,000 <sup>(1)</sup>	I	By Trust <sup>(3)</sup>
Common Stock	50,000 <sup>(1)</sup>	I	By Trust <sup>(4)</sup>
Common Stock	50,000 <sup>(1)</sup>	I	By Trust <sup>(5)</sup>

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

SEC 1473 (7-02)

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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, CA 94612	Â X	Â	Â	Â

## Signatures

/s/ Jeremy Liegl, 06/14/2011  
Attorney-in-Fact

         \*\*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. 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.