

Pandora Media, Inc.  
Form 8-K  
December 04, 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 4, 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 7.01. Regulation FD Disclosure.**

On December 4, 2015, Pandora Media, Inc. (the Company ) issued a press release announcing the pricing of \$300 million aggregate principal amount of 1.75% convertible senior notes due 2020. The Company has also granted 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 entered into privately negotiated capped call transactions with the initial purchaser and an additional financial institution. 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 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued on December 4, 2015 by Pandora Media, Inc.

**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 4, 2015

By:

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

**EXHIBIT INDEX**

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