MARCUS LAWRENCE
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)

1. Name and Address of Reporting Person *
Â MARCUS LAWRENCE
(Last) (First) (Middle)

PANDORA MEDIA, INC.,Â 2101 WEBSTER STREET, SUITE 1650
(Street)

OAKLAND,Â CAÂ 94612
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/14/2011

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	250,000	I	By Walden VC II, L.P. (1)
Common Stock	903,639	I	By Walden VC III, LLC (1)

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	11,285,183 (3)	$ (3)	I	By Walden VC II, L.P. (1)
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	5,869,696 (3)	$ (3)	I	By Walden VC II, L.P. (1)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	2,716,365 (4)	$ (4)	I	By Walden VC II, L.P. (1)
Series D Preferred Stock	Â (2)	Â (2)	Common Stock	875,399 (4)	$ (4)	I	By Walden VC III, LLC (1)
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	881,990 (5)	$ (5)	I	By Walden VC II, L.P. (1)
Series F Preferred Stock	Â (2)	Â (2)	Common Stock	3,847,643 (3)	$ (3)	I	By Walden VC II, L.P. (1)
Series F Preferred Stock	Â (2)	Â (2)	Common Stock	307,692 (3)	$ (3)	I	By Walden VC III, LLC (1)
Series F Preferred Stock	Â (2)	Â (2)	Common Stock	1,009,287 (3)	$ (3)	I	Walden VC SPK, LLC (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS LAWRENCE PANDORA MEDIA, INC. 2101 WEBSTER STREET, SUITE 1650 OAKLAND,Â CAÂ 94612	Â X	Â X	Â	Â

Signatures

/s/ Jeremy Liegl, as attorney-in-fact	06/14/2011
**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) Larry Marcus is a managing member of the general partner of Walden VC II, L.P., Walden VC III, LLC and WaldenVC SPK, LLC funds. Mr. Marcus disclaims beneficial ownership with respect to shares beneficially owned by Walden VC II, L.P., Walden VC III, LLC and WaldenVC SPK, LLC, except to the extent of his pecuniary interests therein.

(2) The securities are preferred stock of the Issuer. These securities are immediately convertible and do not have an expiration date.

(3)

Each share of Series B, Series C and Series F preferred stock will automatically convert on a 1-for-1 basis into common stock upon the closing of the Issuer's initial public offering.

(4) Each share of Series D preferred stock will automatically convert on a 1-for-1.10077 basis into common stock upon the closing of the Issuer's initial public offering.

(5) Each share of Series E preferred stock will automatically convert on a 1-for-1.18081 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.
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