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## Section 1: 8-K (8-K)

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**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): November 8, 2016

### **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)

**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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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 November 8, 2016 at 5:00 pm Eastern Standard Time, the Company sent an email communication to investors announcing that the Company has initiated a search for a full-time Chief Financial Officer to report to Mike Herring, who currently holds the positions of President and Chief Financial Officer. A copy of this investor communication is furnished as Exhibit 99.1 hereto.

The information provided pursuant to Item 7.01, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits.

| <b>Exhibit<br/>No.</b> | <b>Exhibit Description</b>                    |
|------------------------|---|
| 99.1                   | Investor communication dated November 8, 2016 |



## EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Exhibit Description</u>                    |
|--------------------|---|
| 99.1               | Investor communication dated November 8, 2016 |

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## Section 2: EX-99.1 (EXHIBIT 99.1)

EXHIBIT 99.1



Good afternoon,

Today we are announcing that we have initiated a search for a full-time Chief Financial Officer to report to Mike Herring, who currently holds the positions of President and CFO. Since becoming President and CFO in late March of 2016, Mike has admirably balanced the demands of his role as President with the financial, accounting and investment community stewardship required in his role as CFO. Under our primarily ad-based model and in the interest of expedience as we pursued our direct deals, consolidating all these responsibilities with one executive made sense.

With our new, expanded product set, Mike will be required to devote more of his time and attention to driving revenue and on the successful execution of Pandora's business model evolution and growth. Related to this change, we have hired a leading executive search firm to find a highly qualified external candidate to fill the role of CFO.

Please contact us with any questions at [investor@pandora.com](mailto:investor@pandora.com).

Thank you,

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Dominic Paschel  
Vice President  
Pandora

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