

Pandora Media, Inc.  
Form 8-K  
June 07, 2013

**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): June 5, 2013

**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.)

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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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The 2013 annual meeting of stockholders (the Annual Meeting) of Pandora Media, Inc. ( Pandora ) was held on June 5, 2013. 162,643,213 shares of Pandora common stock were present in person or represented by proxy at the Annual Meeting, representing 93.26% of a total of 174,390,303 shares of common stock outstanding and eligible to vote at such time. At the Annual Meeting, stockholders voted on the following proposals, each of which is described in detail in Pandora's definitive proxy statement filed with the Securities and Exchange Commission on April 24, 2013, and cast their votes as described below.

Proposal 1: Election of the two Class II directors listed below to serve until the 2016 annual meeting of stockholders or until their respective successors are duly elected and qualified:

	<b>For</b>	<b>Withheld</b>	<b>Non-Votes</b>
James M.P. Feuille	145,490,336	1,199,568	15,953,309
Peter Gotcher	145,612,039	1,077,865	15,953,309

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of Pandora for the current fiscal year:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
162,412,423	55,357	175,433

**SIGNATURE**

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: June 7, 2013

By: /s/ Delida Costin  
Delida Costin  
Senior Vice President, General Counsel and Secretary