

Pandora Media, Inc.
Form SC 13G
February 10, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No.____)*

Pandora Media,
Inc.
(Name of
Issuer)

Common Stock,
par value
\$0.0001 per
share
(Title of Class
of Securities)

698354107
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of this
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

ý Rule 13d-1(b)
o Rule 13d-1(c)
¨ Rule 13d-1(d)

(Page 1 of 8
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 698354107 13G Page 2 of 8 Pages

	NAME OF REPORTING PERSON
1	Matrix Capital Management Company LP
	CHECK THE APPROPRIATE BOX IF A
2	MEMBER (b) "
	OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	State of Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	SOLE VOTING POWER
5	0
	SHARED VOTING POWER
6	23,360,216 shares of Common Stock and Call Options exercisable for 11,643,441 shares of Common Stock *
7	SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE

POWER

23,360,216
shares of
Common Stock
and Call
Options
exercisable for
11,643,441
shares of
Common Stock
*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

23,360,216 shares of
Common Stock and
Call Options
exercisable for
11,643,441 shares of
Common Stock *

CHECK BOX

IF THE

10

AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

9.99%*

12

TYPE OF
REPORTING
PERSON

IA, PN

* The Call Options, which represent 4.99% of the outstanding shares of Common Stock, will only become exercisable for Common Stock on the later of an outside date and receipt of regulatory approval.

CUSIP No. 698354107 13G Page 3 of 8 Pages

1	NAME OF REPORTING PERSON
2	David E. Goel CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	United States SOLE VOTING POWER 0 SHARED VOTING POWER 23,360,216 shares of Common Stock and Call Options exercisable for 11,643,441 shares of Common Stock * SOLE DISPOSITIVE POWER
6	
7	
8	0 SHARED DISPOSITIVE POWER

23,360,216
shares of
Common Stock
and Call
Options
exercisable for
11,643,441
shares of
Common Stock
*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

23,360,216 shares of
Common Stock and
Call Options
exercisable for
11,643,441 shares of
Common Stock *

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

10

11

9.99%*
TYPE OF
REPORTING
PERSON

12

IN

* The Call Options, which represent 4.99% of the outstanding shares of Common Stock, will only become exercisable for Common Stock on the later of an outside date and receipt of regulatory approval.

CUSIP No. 698354107 13G Page 4 of 8 Pages

Item 1(a). NAME OF ISSUER:

The name of the issuer is Pandora Media, Inc., a Delaware corporation (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 2101 Webster Street, Suite 1650, Oakland, CA 94612.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

Matrix Capital Management Company LP, a Delaware limited partnership (the "Investment Manager"),
(i) with respect to the shares of Common Stock (as defined in Item 2(d)) held by the funds to which the Investment Manager serves as investment manager (the "Matrix Funds"); and

(ii) Mr. David E. Goel ("Mr. Goel"), who serves as the Managing General Partner of the Investment Manager, with respect to the shares of Common Stock held by the Matrix Funds.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons."

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the shares of Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is c/o Matrix Capital Management Company LP, Bay Colony Corporate Center, 1000 Winter Street, Suite 4500, Waltham, MA 02451.

Item 2(c). CITIZENSHIP:

The Investment Manager is a Delaware limited partnership. Mr. Goel is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.0001 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER:

698354107

CUSIP No. 698354107 13G Page 5 of 8 Pages

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☒ Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) ☐ Rule 13d-1(b)(1)(ii)(F);

- Parent holding company or control person in accordance with
- (g) ☒ Rule 13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) ☐

- Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
- (i) ☐ Investment Company Act (15 U.S.C. 80a-3);

- (j) ☐ Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution
in accordance with Rule
13d-1(b)(1)(ii)(J), please
specify the type of institution:

Item 4. OWNERSHIP

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages set forth in Row (11) of the cover page for each Reporting Person and elsewhere in this Schedule 13G are based on the 233,335,503 shares of Common Stock outstanding as of October 25, 2016, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed with the Securities and Exchange Commission on October 27, 2016.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

CUSIP No. 698354107 13G Page 6 of 8 Pages

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

See Item 2. Matrix Capital Management Master Fund, L.P., a Matrix Fund, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Common Stock.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 698354107 13G Page 7 of 8 Pages

SIGNATURES

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 10, 2017

**MATRIX CAPITAL
MANAGEMENT COMPANY
LP**

By: /s/ David E. Goel
Name: David E. Goel
Title: Managing General Partner

/s/ David E. Goel
DAVID E. GOEL

CUSIP No. 698354107 13G Page 8 of 8 Pages

EXHIBIT I

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED as of February 10, 2017

**MATRIX CAPITAL
MANAGEMENT COMPANY
LP**

By: /s/ David E. Goel
Name: David E. Goel
Title: Managing General Partner

/s/ David E. Goel
DAVID E. GOEL