Edgar Filing: Phillips Christopher W - Form 4

| Phillips Chris | stopher W | | | | | | | | | |
|---|--|---|--|---|--|--------|--|--|--|-----------|
| Form 4 | 2019 | | | | | | | | | |
| February 05, FORM | Л | | | | | | | | OMB AF | PPROVAL |
| Wa | | | | RITIES AND EXCHANGE COMMISSION ushington, D.C. 20549 | | | | | OMB Number: | 3235-0287 |
| Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b). | er STATE 6. Filed pu ¹⁸ Section 17 | STATEMENT OF CHANGES IN 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 20(b) of the Investment Company Act of 1940 | | | | | | | January 31 Expires: 2005 Estimated average burden hours per response 0.5 | |
| (Print or Type R | lesponses) | | | | | | | | | |
| Phillips Christopher W Symbol | | | er Name and Ticker or Trading ra Media, Inc. [P] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | e of Earliest Transaction h/Day/Year) ./2018 | | | | Director 10% Owner X Officer (give title Other (specify below) below) Chief Product Officer | | | |
| | | | nendment, Date Original Ionth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| OAKLAND | , CA 94612 | | | | | | | Form filed by M Person | ore than One Re | porting |
| (City) | (State) | (Zip) | Tabl | e I - Non-I | Derivative Se | curiti | es Acq | uired, Disposed of | , or Beneficial | ly Owned |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Executio any | med n Date, if Day/Year) | 3. Transactic Code (Instr. 8) Code V | 4. Securitie on(A) or Disp (Instr. 3, 4) Amount | osed c | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | |
| Common Stock | 02/01/2018 | | | А | 240,385 (1) | A | \$0 | 654,269 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title o Derivativ Security (Instr. 3) | ve Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|------------------------------|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|--|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-----------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Phillips Christopher W C/O PANDORA MEDIA, INC. 2101 WEBSTER STREET, #1650 OAKLAND, CA 94612 | | | Chief Product Officer | | | | | |
| Signatures | | | | | | | | |
| /s/ Jeremy Liegl, Attorney-in-Fact | 02/05/2018 | 3 | | | | | | |

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) 50% of the RSUs vest on 2/15/2019 and 50% of the RSUs vest on 2/15/2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.