

Pandora Media, Inc.  
Form 8-K  
June 05, 2015

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 4, 2015

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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

The 2015 annual meeting of stockholders (the “Annual Meeting”) of Pandora Media, Inc. (“Pandora”) was held on June 4, 2015. 190,886,405 shares of Pandora common stock were present in person or represented by proxy at the Annual Meeting, representing 89.84% of a total of 212,457,634 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 21, 2015, and cast their votes as described below.

Proposal 1: Election of the two Class I director nominees listed below to serve until the 2018 annual meeting of stockholders or until their respective successors are duly elected and qualified:

|                 | For         | Withheld  | Broker<br>Non-Votes |
|-----------------|-------------|-----------|---------------------|
| Timothy Leiweke | 163,897,579 | 1,079,805 | 25,909,021          |
| Roger Faxon     | 163,914,546 | 1,062,838 | 25,909,021          |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of Pandora for the year ending December 31, 2015:

| For         | Against | Abstain |
|-------------|---------|---------|
| 190,521,891 | 233,292 | 131,222 |

Proposal 3: Approval, on an advisory basis, of the compensation of our named executive officers:

| For         | Against   | Abstain | Broker<br>Non-Votes |
|-------------|-----------|---------|---------------------|
| 161,824,338 | 2,996,155 | 156,891 | 25,909,021          |

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 5, 2015

By: /s/ Stephen Bené  
Stephen Bené  
General Counsel and Corporate Secretary