

Pandora Media, Inc.  
Form SC 13G/A  
February 14, 2018

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1)\*

Pandora Media,  
Inc.  
(Name of  
Issuer)

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

698354107  
(CUSIP  
Number)

December 31,  
2017  
(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 7  
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/A Page 2 of 7 Pages

|          |  |
|----------|--|
| <b>1</b> | NAME OF REPORTING PERSON   |
| <b>2</b> | Matrix Capital Management Company LP<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION  |
| <b>4</b> | State of Delaware  |
| <b>5</b> | SOLE VOTING POWER  |
| <b>6</b> | 0 SHARED VOTING POWER  |
| <b>7</b> | 1,924,000 SOLE DISPOSITIVE POWER   |
| <b>8</b> | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b> | 1,924,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                         |
|          | 1,924,000  |

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

**12** 0.77%  
TYPE OF  
REPORTING  
PERSON

IA, PN

CUSIP No. 698354107 13G/A Page 3 of 7 Pages

|  |  |
|--|--|
| <b>1</b>   | NAME OF REPORTING PERSON                                     |
|  | David E. Goel  |
| <b>2</b>   | CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP       |
| <b>3</b>   | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION            |
|  | United States  |
| <b>5</b>   | SOLE VOTING POWER  |
|  | 0  |
| <b>6</b>   | SHARED VOTING POWER  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 1,924,000  |
| <b>7</b>   | SOLE DISPOSITIVE POWER                                       |
|  | 0  |
| <b>8</b>   | SHARED DISPOSITIVE POWER                                     |
|  | 1,924,000  |
| <b>9</b>   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b>  | 1,924,000 CHECK BOX " IF THE                                 |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.77%  
TYPE OF  
REPORTING  
PERSON

IN

CUSIP No. 698354107 13G/A Page 4 of 7 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/A Page 5 of 7 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);  
Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (d)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
Employee benefit plan or endowment fund in accordance with
- (e)  Rule 13d-1(b)(1)(ii)(F);  
  
Parent holding company or control person in accordance with
- (f)  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);
- (g)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act (15 U.S.C. 80a-3);
- (h)  Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (i)  Group, in accordance with Rule 13d-1(b)(1)(ii)(K).
- (j)
- (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 248,782,017 shares of Common Stock outstanding as of October 31, 2017, as reported in the Company's Registration Statement on Form S-3, filed with the Securities and Exchange Commission on November 2, 2017.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: ý

CUSIP No. 698354107 13G/A Page 6 of 7 Pages

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

See Item 2.

**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/A Page 7 of 7 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 14, 2018

**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**