

Lynch Roger  
Form 4  
February 01, 2019

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

## 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  
30(h) of the Investment Company Act of 1940

### OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lynch Roger

(Last) (First) (Middle)

C/O PANDORA MEDIA,  
LLC, 2100 FRANKLIN STREET,  
7TH FLOOR

(Street)

OAKLAND, CA 94612

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Pandora Media, LLC [P]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/01/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

CEO & President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                      |                                         |
| Common<br>Stock                       | 02/01/2019                              |                                                             | D                                       | 697,237                                                                 | D                                                                                                                  | 0                                                                    | D                                       |

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

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SEC 1474  
(9-02)

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                              |
| Common<br>Stock<br>(Right To<br>Purchase)           | \$ 8.19                                                               | 02/01/2019                              |                                                             | D                                       | 1,189,155                                                                                              | <u>(2)</u> 09/18/2027                                          | Common<br>Stock 1,189                                            |
| Common<br>Stock<br>(Right To<br>Purchase)           | \$ 7.88                                                               | 02/01/2019                              |                                                             | D                                       | 200,920                                                                                                | <u>(2)</u> 06/29/2028                                          | Common<br>Stock 200,                                             |
| Common<br>Stock<br>(Right To<br>Purchase)           | \$ 5.03                                                               | 02/01/2019                              |                                                             | D                                       | 1,300,000                                                                                              | <u>(2)</u> 03/29/2028                                          | Common<br>Stock 1,300                                            |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                 |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                               | Director      | 10% Owner | Officer         | Other |
| Lynch Roger<br>C/O PANDORA MEDIA, LLC<br>2100 FRANKLIN STREET, 7TH FLOOR<br>OAKLAND, CA 94612 | X             |           | CEO & President |       |

## Signatures

/s/ Jeremy Liegl,  
Attorney-in-Fact 02/01/2019

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 23, 2018 among Pandora Media Inc., a Delaware corporation ("Pandora"), Sirius XM Holdings, Inc., a Delaware corporation ("Sirius XM"), and White Oaks Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Sirius XM, pursuant to which, through a series of transactions Pandora became an indirect wholly owned subsidiary of Sirius XM (the "Transactions"), and each share of Pandora common stock, par value \$0.0001 per share ("Pandora Common Stock"), outstanding immediately prior to the consummation of the Transactions, was converted into the right to receive 1.44 shares (the "Exchange Ratio") of Sirius XM common stock, par value \$0.0001 per share ("Sirius XM Common Stock"). On February 1, 2019, the effective date of the Transactions, Sirius XM Common Stock had a market price of \$5.98 per share. Includes 437,014 restricted stock units that were assumed and converted into unvested restricted stock units of Sirius XM, with appropriate adjustments (based on the Exchange Ratio) to the number of shares of Sirius XM Common Stock to be received, and for which vesting will be accelerated on the effective date of the general release entered into by the Reporting Person and the Issuer.

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- (2) These options granted by Pandora under its stock incentive plans to purchase shares of Pandora Common Stock, whether vested or unvested, were disposed of pursuant to the Merger Agreement. Each option has been assumed and converted into options to purchase shares of Sirius XM Common Stock, with appropriate adjustments (based on the Exchange Ratio) to the exercise price and number of shares of Sirius XM Common Stock subject to such options. Vesting will be accelerated on the effective date of the general release entered into by the Reporting Person and the Issuer. On February 1, 2019, the effective date of the Transactions, Sirius XM Common Stock had a market price of \$5.98 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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