Edgar Filing: Lynton Michael - Form 4

Lynton Micha Form 4													
February 01, 2	4 UNITEI	1 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL OMB 3235-0287 Number:		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b).	Filed pu Section 17	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section								burden hou response	Estimated average burden hours per response 0.5		
(Print or Type Ro	esponses)												
Lynton Michael Symbol				er Name and Ticker or Trading a Media, LLC [P]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)(First)(Middle)3. Date of (Month/EC/O PANDORA MEDIA,02/01/2LLC, 2100 FRANKLIN STREET,02/01/27TH FLOOR02/01/2								title 10% Owner Other (specify below)					
				ndment, Date Original th/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	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution any	med on Date, if Day/Year)	Code	3)	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	posed	l of	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	02/01/2019			D		60,962	D	<u>(1)</u>	0	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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. ofNumber 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 Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Lynton Michael C/O PANDORA MEDIA, LLC 2100 FRANKLIN STREET, 7TH FLOC OAKLAND, CA 94612	DR X							
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).

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

(1) 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 39,293 restricted stock units that vest upon the effective date of the Transactions as required by the terms of the award agreement.

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.