

Pandora Media, LLC
Form SC 13G
February 08, 2019

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

PANDORA MEDIA, LLC
(as successor to Pandora Media, Inc.)
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE
(Title of Class of Securities)

698354107
(CUSIP Number)

JANUARY 31, 2019
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

* 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).

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1
NAMES OF REPORTING PERSONS

Integrated Core Strategies (US) LLC

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☐

3
SEC USE ONLY

4
CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5
SOLE VOTING POWER

-0-

6
SHARED VOTING POWER

-0- (See Item 4(a))

7
SOLE DISPOSITIVE POWER

-0-

8
SHARED DISPOSITIVE POWER

-0- (See Item 4(a))

9
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0- (See Item 4(a))

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐ **11**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

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1 NAMES OF REPORTING PERSONS	
ICS Opportunities II LLC	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER	
-0-	
6 SHARED VOTING POWER	
-0- (See Item 4(a))	
7 SOLE DISPOSITIVE POWER	
-0-	
8 SHARED DISPOSITIVE POWER	
-0- (See Item 4(a))	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
-0- (See Item 4(a))	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.0%	

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<p>1 NAMES OF REPORTING PERSONS</p> <p>ICS Opportunities, Ltd.</p>	<p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p> <p>(a) <input type="radio"/> o</p> <p>(b) <input type="radio"/> p</p> <p>3 SEC USE ONLY</p> <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Cayman Islands</p>	<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>
<p>5 SOLE VOTING POWER</p> <p>-0-</p>	<p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p> <p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p> <p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p>	
<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>-0- (See Item 4(a))</p>		
<p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</p> <p><input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p> <p>0.0%</p>		

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CO

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<p>1 NAMES OF REPORTING PERSONS</p> <p>Millennium International Management LP</p>	<p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p> <p>(a) <input type="radio"/> o</p> <p>(b) <input type="radio"/> p</p> <p>3 SEC USE ONLY</p> <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Delaware</p>	<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>
<p>5 SOLE VOTING POWER</p> <p>-0-</p>	<p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p>	
<p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p>	<p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p>	
<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>-0- (See Item 4(a))</p>		
<p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</p>		
<p>o11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p> <p>0.0%</p>		

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<p>1 NAMES OF REPORTING PERSONS</p> <p>Millennium Management LLC</p>	<p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p> <p>(a) <input type="radio"/> o</p> <p>(b) <input type="radio"/> p</p> <p>3 SEC USE ONLY</p> <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>Delaware</p>	<table border="1"> <thead> <tr> <th data-bbox="86 976 702 1186"></th> <th data-bbox="702 976 1495 1186"> NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH </th> </tr> </thead> <tbody> <tr> <td data-bbox="86 1186 702 1312"> <p>5 SOLE VOTING POWER</p> <p>-0-</p> </td> <td data-bbox="702 1186 1495 1312"></td> </tr> <tr> <td data-bbox="86 1312 702 1438"> <p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p> </td> <td data-bbox="702 1312 1495 1438"></td> </tr> <tr> <td data-bbox="86 1438 702 1564"> <p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p> </td> <td data-bbox="702 1438 1495 1564"></td> </tr> <tr> <td data-bbox="86 1564 702 1690"> <p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p> </td> <td data-bbox="702 1564 1495 1690"></td> </tr> </tbody> </table>		NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<p>5 SOLE VOTING POWER</p> <p>-0-</p>		<p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p>		<p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p>		<p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p>	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH											
<p>5 SOLE VOTING POWER</p> <p>-0-</p>												
<p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p>												
<p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p>												
<p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p>												
<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>-0- (See Item 4(a))</p> <p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</p> <p><input type="radio"/> 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)</p> <p>0.0%</p>												

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1	
NAMES OF REPORTING PERSONS	
Millennium Group Management LLC	
2	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="radio"/>	
(b) <input type="radio"/>	
3	
SEC USE ONLY	
4	
CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5	
SOLE VOTING POWER	
-0-	
6	
SHARED VOTING POWER	
-0- (See Item 4(a))	
7	
SOLE DISPOSITIVE POWER	
-0-	
8	
SHARED DISPOSITIVE POWER	
-0- (See Item 4(a))	
9	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
-0- (See Item 4(a))	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.0%	

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<p>1 NAMES OF REPORTING PERSONS</p> <p>Israel A. Englander</p> <p>2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p> <p>(a) <input type="radio"/> o</p> <p>(b) <input type="radio"/> p</p> <p>3 SEC USE ONLY</p> <p>4 CITIZENSHIP OR PLACE OF ORGANIZATION</p> <p>United States</p>	<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p> <p>5 SOLE VOTING POWER</p> <p>-0-</p> <p>6 SHARED VOTING POWER</p> <p>-0- (See Item 4(a))</p> <p>7 SOLE DISPOSITIVE POWER</p> <p>-0-</p> <p>8 SHARED DISPOSITIVE POWER</p> <p>-0- (See Item 4(a))</p>
<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p> <p>-0- (See Item 4(a))</p> <p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES</p> <p><input type="radio"/> o</p> <p>11</p>	

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

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Item 1.

(a)Name of Issuer:

Pandora Media, LLC (as successor to Pandora Media, Inc., a Delaware corporation) (the "Issuer").

(b)Address of Issuer's Principal Executive Offices:

2100 Franklin Street, Suite 700
Oakland, California 94612

Item 2.

(a)Name of Person Filing:

(b)Address of Principal Business Office:

(c)Citizenship:

Integrated Core Strategies (US) LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

ICS Opportunities II LLC
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

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ICS Opportunities, Ltd.
c/o Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Cayman Islands

Millennium International Management LP
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Group Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

(d)Title of Class of Securities:common stock, par value \$0.0001 per share ("Common Stock")

(e)CUSIP Number: 698354107

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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);
 - (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
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(h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

As of the close of business on January 31, 2019, the reporting persons beneficially owned an aggregate of 23,629,884 shares of the Issuer's Common Stock or 8.7% of the Issuer's Common Stock outstanding. The calculation of the foregoing percentage was based on 271,394,142 shares of Issuer's Common Stock outstanding as of November 30, 2018, as per the Issuer's proxy statement dated December 20, 2018.

On February 1, 2019, pursuant to the terms and conditions of the Agreement and Plan of Merger and Reorganization, dated September 23, 2018, by and among Sirius XM Holdings Inc., the Issuer, Billboard Holding Company, Inc., Billboard Acquisition Sub, Inc., White Oaks Acquisition Corp. and Sirius XM Radio Inc., through a series of transactions, the Issuer became an indirect wholly owned subsidiary of Sirius XM Holdings Inc. (the "Transactions"). As a result of the Transactions, each share of Issuer's Common Stock outstanding immediately prior to the consummation of the Transactions was converted into the right to receive 1.44 shares of the common stock of Sirius XM Holdings Inc. Accordingly, after the closing of the Transactions, the reporting persons no longer beneficially owned any shares of the Issuer's Common Stock.

(b) Percent of Class:

0.0% (See Item 4(a)).

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

-0-

(ii) Shared power to vote or to direct the vote

-0- (See Item 4(a))

(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

-0- (See Item 4(a))

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 five percent of the class of securities, check the following p .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

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

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of February 7, 2019, by and among Integrated Core Strategies (US) LLC, ICS Opportunities II LLC, ICS Opportunities, Ltd., Millennium International Management LP, Millennium Management LLC, Millennium Group Management LLC and Israel A. Englander.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 7, 2019

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin

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Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander

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EXHIBIT I JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, par value \$0.0001 per share, of Pandora Media, LLC (as successor to Pandora Media, Inc., a Delaware corporation), will be filed on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 7, 2019

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES II LLC

By: Integrated Holding Group LP,
its Managing Member

By: Millennium Management LLC,
its General Partner

By: /s/ Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

ICS OPPORTUNITIES, LTD.

By: Millennium International Management LP,
its Investment Manager

By: /s/ Mark Meskin

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Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM INTERNATIONAL MANAGEMENT LP

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

MILLENNIUM GROUP MANAGEMENT LLC

By: /s/Mark Meskin
Name: Mark Meskin
Title: Chief Trading Officer

/s/ Israel A. Englander
Israel A. Englander