

SIRIUS XM HOLDINGS INC.

Form 3

October 02, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
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2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *SIRIUS XM HOLDINGS
INC.

(Last) (First) (Middle)

1290 AVENUE OF THE
AMERICAS, 11TH FL.

(Street)

NEW YORK, NY 10104

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/22/20173. Issuer Name and Ticker or Trading Symbol
Pandora Media, Inc. [P]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	46,004,397 (1)	\$ 10.5 (1)	I	See footnotes (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIRIUS XM HOLDINGS INC. 1290 AVENUE OF THE AMERICAS, 11TH FL. NEW YORK, NY 10104	Â X	Â X	Â	Â
Liberty Media Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	Â X	Â X	Â	Â
Sirius XM Radio Inc. 1290 AVENUE OF THE AMERICAS, 11TH FL. NEW YORK, NY 10104	Â X	Â X	Â	Â

Signatures

Sirius XM Radio Inc., By: /s/ Patrick L. Donnelly, Name: Patrick L. Donnelly, Title: Executive Vice President, General Counsel and Secretary	10/02/2017
__Signature of Reporting Person	Date
Sirius XM Holdings Inc., By: /s/ Patrick L. Donnelly, Name: Patrick L. Donnelly, Title: Executive Vice President, General Counsel and Secretary	10/02/2017
__Signature of Reporting Person	Date
Liberty Media Corporation, By: /s/ Craig Troyer, Name: Craig Troyer, Title: Senior Vice President	10/02/2017
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The number of shares of common stock, having par value of \$0.0001 per share (the "Common Stock"), of Pandora Media, Inc. (the "Issuer") deliverable upon conversion of each share of Series A Convertible Preferred Stock of the Issuer (the "Preferred Stock"), is equal to the then current liquidation value, plus accrued but unpaid dividends, divided by approximately \$10.50, subject to customary anti-dilution adjustments. Any conversion of Preferred Stock may be settled by the Issuer, at its option, in shares of Common Stock, cash or any combination thereof. Holders of the Preferred Stock are entitled to a cumulative dividend at the rate of 6.0% per annum, payable quarterly in arrears, if and when declared, which, at the Issuer's option, is payable in cash or added to the liquidation value. Following September 22, 2020, the Issuer may redeem the Preferred Stock if certain conditions are met.
- (2) Reflects securities directly held by Sirius XM Radio Inc. ("Sirius XM Radio"). Sirius XM Holdings Inc. ("Sirius XM Holdings") is the sole stockholder of Sirius XM Radio. Liberty Media Corporation beneficially owns, directly and indirectly, approximately 68% of the outstanding common stock of Sirius XM Holdings.
- (3) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for

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purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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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