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March 16, 2015

FILED ELECTRONICALLY

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: **Notice of *Ex Parte* Presentation**
Pandora Radio LLC Seeks Foreign Ownership Ruling Pursuant to
Section 310(b)(4) of the Communications Act of 1934, as Amended
MB Docket No. 14-109

Dear Ms. Dortch:

On March 13, 2015, Richard H. Reimer, Senior Vice President, Business and Legal Affairs, ASCAP; and Darren W. Johnson, Meredith S. Senter, Jr., and F. Scott Pippin, as attorneys for ASCAP, met with William Lake, Chief of the Media Bureau; Christine Goepf, Attorney Advisor, Audio Division, Media Bureau; Thomas Horan, Chief of Staff, Media Bureau; Jamila Bess Johnson, Attorney Advisor, Industry Analysis Division, Media Bureau; Holly Saurer, Associate Chief, Media Bureau; and Lisa Scanlan, Assistant Chief, Audio Division, Media Bureau.

During the meeting, ASCAP described its role as a “clearinghouse” for public performance rights that are granted to songwriters, composers and music publishers by the Copyright Act. ASCAP explained its opposition to Pandora’s application to acquire radio station KXMZ(FM), Box Elder, South Dakota, and ASCAP’s concerns regarding Pandora’s Petition for a Declaratory Ruling concerning Pandora’s compliance with the 25% standard of section 310(b)(4) of the Communications Act. ASCAP noted the discrepancy between Pandora’s statements to the press and to the Securities and Exchange Commission that it wanted to purchase KXMZ “to allow [Pandora] to qualify for certain . . . RMLC settlement agreements concerning royalties and public performance of music works in the American Society of Composers, Authors and Publisher and Broadcast Music, Inc. repertories,” and its later statement to the FCC that “[t]he acquisition is driven by Pandora’s desire to learn from the terrestrial radio business



June 11, 2013, 08:15 pm

Why Pandora bought an FM radio station

By Christopher Harrison

As with any innovative technology, we have encountered many attempts by the incumbent industry players to undermine Pandora's mission to connect millions of fans with the music and artists they love. These organizations seek to impose unprecedented royalty increases that are neither reasonable nor competitive. We are in the midst of the latest battle, in which ASCAP and its members have abruptly shifted away from 100 years of business practice and attempted to create a new right to "withdraw" from ASCAP the right to license certain songs on what is essentially a case-by-case basis.

That's why we are filing a motion in federal district court in our pending rate case with ASCAP (the motion will be publicly available soon). The motion details discriminatory treatment of Pandora and other Internet radio companies by ASCAP and their publishing industry members.

The motion outlines how we believe ASCAP has violated the terms of its antitrust consent decree with the Department of Justice by (a) discriminating in license fees and terms between Pandora and other similarly situated licensees such as Clear Channel's iHeartRadio; (b) failing to provide required transparency in identifying songs ASCAP claims it can license to Pandora; and (c) creating a scheme by which member-publishers can withdraw their catalogs from ASCAP's license for Pandora but allow them to remain for everyone else, including competitors like iHeartRadio.

In our motion we describe how ASCAP's rules were amended to allow selective withdrawals. Under these new rules, in late 2012 a major publisher withdrew its new media rights from ASCAP, forcing Pandora to negotiate a direct agreement against a ticking clock. During negotiations, ASCAP and the publisher increased the pressure by refusing to provide Pandora the list of tracks that were being withdrawn, exposing Pandora to copyright infringement liability of up to \$150,000 per work. At Pandora's scale, such liability would be enormous. Faced with such potential liability, Pandora negotiated an agreement that resulted in increased rates. Shortly thereafter, additional major publishers took steps to withdraw their catalogs from ASCAP, again with respect to Pandora.

ASCAP created additional ways to circumvent its antitrust consent decree. Our motion also describes how ASCAP refused to provide Pandora a license under the same terms as the iHeartRadio service, for only one reason: iHeartRadio is owned by a terrestrial broadcaster.

Terrestrial broadcasters and their Internet properties were given preferential treatment via a January 2012 agreement between the Radio Licensing Marketing Committee (RMLC) and ASCAP and BMI. To put this in perspective, at least 16 of the top 20 Internet radio services that compete with Pandora operate under the RMLC license that has not been made available to Pandora.

So, today we are also announcing the purchase of KXMZ-FM, a terrestrial radio station broadcasting out of Rapid City, South Dakota. **This acquisition allows us to qualify for the same RMLC license under the same terms as our competitors.** While this might seem like an unexpected move for Pandora, it makes sense even beyond the licensing parity. Pandora excels in personalizing discovery and terrestrial radio is experienced in integrating with a local community. We look forward to broadcasting our personalized experience to the community in Rapid City, an area where over 42,000 residents already use Pandora. And we will apply Pandora's insights about listening habits to program music that accurately reflects local listeners' evolving tastes.

Certain powerful music incumbents see Internet radio as a threat to the status quo. We see Pandora, and Internet radio, as a transformative way to connect listeners with music they love. Every day we introduce artists to scores of new listeners who can't find them on the traditional FM dial. The status quo is a dead end for the vast majority of working musicians and the Internet is driving a sea change that will fundamentally shift the equation away from big industry players towards a more democratic and inclusive industry for both listeners and artists. For this to become reality, Internet radio must be embraced – not discriminated against.

Harrison is assistant general counsel at Pandora.

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Christopher Harrison, *Why Pandora Bought an FM Radio Station*, The Hill (June 11, 2013), available at <http://thehill.com/blogs/congress-blog/technology/304763-why-pandora-bought-an-fm-radio-station>.

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 11, 2013

Pandora Media, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35198
(Commission
File Number)

94-3352630
(IRS Employer
Identification No.)

2101 Webster Street, Suite 1650
Oakland, CA 94612
(Address of principal executive offices, including zip code)

(510) 451-4100
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

Pandora Media, Inc. (the “Company”) has announced an agreement to purchase KXMZ-FM, a Rapid City, South Dakota-area terrestrial radio station. This acquisition is being made in part to allow the Company to qualify for certain Radio Music Licensing Committee (“RMLC”) settlement agreements concerning royalties and public performance of musical works in the American Society of Composers, Authors and Publishers and Broadcast Music, Inc. repertoires. The Company believes that qualifying for these royalty rates could provide the Company with modest savings (less than 1% of revenue) in content acquisition cost compared with the rates it is currently paying.

This report contains forward-looking statements within the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding expected savings in content acquisition costs. These forward-looking statements are based on Pandora’s current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, our ability to successfully close the agreement to purchase, to avail ourselves of licensing structures such as those provided by RMLC agreements and to realize potential content acquisition cost savings. Further information on these factors and other risks that may affect our business is included in filings we make with the Securities and Exchange Commission (“SEC”) from time to time, including our Form 10-K for the fiscal year ended January 31, 2013 and our Form 10-Q for the quarter ended April 30, 2013, particularly under the heading “Risk Factors.” All forward-looking statements in this report are based on information currently available to us, and we assume no obligation to update these forward-looking statements in light of new information or future events.

The information furnished on this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

PANDORA MEDIA, INC.

Dated: June 11, 2013

By: /s/ Delida Costin
Delida Costin
Senior Vice President, General Counsel and Secretary



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September 26, 2014

Our File No. 22869-00100-65

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Room TW-A325
Washington, D.C. 20554

Re: MB Docket No. 14-109
*Pandora Radio LLC Seeks Foreign Ownership Ruling Pursuant to Section
310(b)(4) of the Communications Act of 1934, as Amended
Notice of Oral Ex Parte Presentation*

Dear Ms. Dortch:

This letter is submitted pursuant to Section 1.1206(b) of the Commission's rules on behalf of Pandora Radio LLC ("Pandora") to notify you that Tim Westergren, Founder and a Director of Pandora Media, Inc., along with Chris Harrison, Vice President, Business Affairs, Pandora Media, Inc., and Katie Peters, Director of Government Relations, met with Commissioner Jessica Rosenworcel and her Legal Advisor, Priscilla Argeris, on September 25, 2014. The following items were discussed:

- Pandora is in the process of acquiring Radio Station KXMZ, Box Elder, South Dakota.
- The acquisition is driven by Pandora's desire to learn from the terrestrial radio business about local programming, and to promulgate its music programming strength on a new platform.
- Based on two studies, Pandora believes its foreign ownership to be well below the statutorily required 25% ceiling.
- Due to changes in the Securities and Exchange Commission rules protecting shareholder privacy, conclusively calculating foreign ownership for a publicly-held company is essentially impossible.
- Pandora believes the current guidance should be updated as it has the impact of disincentivizing new investment in broadcast stations.
- Pandora believes that it has exercised its required due diligence with regard to this issue.
- Pandora's application has been pending for over a year and Pandora looks forward to an expeditious resolution.

Letter of Melodie A. Virtue, Esq., Counsel for Pandora Radio LLC, Regarding Notice of Oral *Ex Parte* Presentation (Sept. 26, 2014), available at <http://apps.fcc.gov/ecfs/comment/view?id=60000868516>.



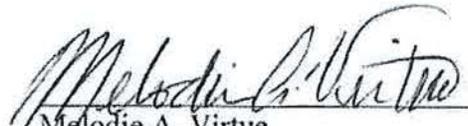
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Ms. Marlene H. Dortch, Secretary
September 26, 2014
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The presentation consisted of arguments already reflected in Pandora's Petition for Declaratory Ruling filed with the Commission on June 27, 2014, which is available under CDBS application BALH-20130620ABJ (Correspondence Folder).

Should there be any questions concerning this matter, please contact the undersigned.

Respectfully submitted,



Melodie A. Virtue

MAV:ell

cc: Jessica.Rosenworcel@fcc.gov
Priscilla.Argeris@fcc.gov

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