

FORM 4

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

OMB APPROVAL
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[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
VASSALLO NICK			EVINE Live Inc. [EVLV]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Corporate Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
6740 SHADY OAK ROAD			3/28/2016					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
EDEN PRAIRIE, MN 55344								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/28/2016		P		16700	A	\$0.8530 (1)	55407	D	
Common Stock	3/28/2016		A		46023 (2)	A	\$0	101430 (3)	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$0.6636	3/28/2016		A		68660 (4)		(5)	3/28/2026	Common Stock	68660	\$0	68660	D	

Explanation of Responses:

- (The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.8443 to \$0.8595, inclusive. The reporting person undertakes to provide to the SEC, EVINE Live Inc. (the "Company"), or any securityholder of the Company, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (1) to this Form 4.
- (Represents a grant of restricted stock as a long term incentive award issued pursuant to the Company's 2011 Omnibus Incentive Plan. The award vests in three equal installments on each of the first three anniversaries of the date of grant.
- (This amount includes 60,072 shares of restricted stock that were issued pursuant to the Company's 2011 Omnibus Incentive Plan and are subject to vesting.
- 3) Of these 60,072 shares of restricted stock, (x) 2,833.5 shares vested on November 25, 2015 and an additional 2,833.5 shares will vest on November 25, 2016, (y) 2,794 shares vested on March 20, 2016 and an additional 5,588 shares will vest in two equal annual installments on March 20, 2017 and March 20, 2018, respectively, and (z) 46,023 shares will vest in three equal annual installments on March 28, 2017, March 28, 2018 and March 28, 2019.
- 4) Grant issued effective as of March 28, 2016 as a long term incentive award pursuant to the Company's 2011 Omnibus Incentive Plan.
- 5) The award vests in three equal installments on each of the first three anniversaries of the date of grant.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VASSALLO NICK 6740 SHADY OAK ROAD EDEN PRAIRIE, MN 55344			SVP, Corporate Controller	

Signatures

/s/ Damon E. Schramm, Attorney-in-Fact

3/30/2016

**Signature of Reporting Person

Date

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

* 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).

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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