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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 29, 2005

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to ______

Commission File Number 0-20243

VALUEVISION MEDIA, INC.
(Exact name of registrant as specified in its charter)

Minnesota	41-1673770
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6740 Shady Oak Road, Eden Prairie, MN 55344
(Address of principal executive offices)

952-943-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] NO [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES [X] NO [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES [ ] NO [X]

As of December 5, 2005, there were 37,029,371 shares of the registrant's common stock, $.01 par value per share, outstanding.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	OCTOBER 29, 2005	JANUARY 31, 2005
	(UNAUDITED)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 55,235	$ 62,640
Short-term investments	20,527	37,941
Accounts receivable, net	80,416	79,405
Inventories	79,269	54,903
Prepaid expenses and other	5,744	5,635
Total current assets	241,191	240,524
PROPERTY & EQUIPMENT, NET	47,897	52,725
FCC BROADCASTING LICENSE	31,943	31,943
NBC TRADEMARK LICENSE AGREEMENT, NET	16,268	18,687
CABLE DISTRIBUTION AND MARKETING AGREEMENT, NET	2,878	3,550
OTHER INTANGIBLE ASSETS, NET	-	68
OTHER ASSETS	3,159	2,799
	$ 343,336	$ 350,296
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 59,807	$ 48,012
Accrued liabilities	42,295	41,062
Total current liabilities	102,102	89,074
LONG-TERM CAPITAL LEASE OBLIGATIONS	-	1,380
SERIES A REDEEMABLE CONVERTIBLE PREFERRED STOCK, $.01 PER SHARE PAR VALUE, 5,339,500 SHARES AUTHORIZED; 5,339,500 SHARES ISSUED AND OUTSTANDING	43,246	43,030
SHAREHOLDERS' EQUITY:		
Common stock, $.01 per share par value, 100,000,000 shares authorized; 37,130,855 and 37,043,912 shares issued and outstanding	371	370
Warrants to purchase 7,630,583 shares of common stock	46,683	46,683
Additional paid-in capital	264,206	264,005
Deferred compensation	(198)	(353)
Accumulated deficit	(113,074)	(93,893)
Total shareholders' equity	197,988	216,812
	$ 343,336	$ 350,296

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

(In thousands, except share and per share data)

	FOR THE THREE MONTH PERIODS ENDED		FOR THE NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004	OCTOBER 29, 2005	OCTOBER 31, 2004
Net sales	$ 159,513	$ 139,480	$ 482,481	$ 449,013
Cost of sales (exclusive of depreciation and amortization shown below)	105,026	95,072	317,002	302,303
Gross profit	54,487	44,408	165,479	146,710
OPERATING EXPENSE:				
Distribution and selling	51,630	52,167	152,248	150,070
General and administrative	5,816	5,473	18,255	15,352
Depreciation and amortization	4,979	4,789	15,110	13,834
Employee termination costs	--	3,197	82	3,197
Total operating expense	62,425	65,626	185,695	182,453
OPERATING LOSS	(7,938)	(21,218)	(20,216)	(35,743)
OTHER INCOME:				
Other income (expense)	1	(300)	--	(50)
Interest income	716	373	2,122	1,016
Total other income	717	73	2,122	966
LOSS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(7,221)	(21,145)	(18,094)	(34,777)
Equity in income of affiliates	382	--	396	--
Income tax (provision) benefit	(6)	--	813	--
LOSS FROM CONTINUING OPERATIONS	(6,845)	(21,145)	(16,885)	(34,777)
DISCONTINUED OPERATIONS:				
Loss from discontinued FanBuzz operations, net of tax (Note 13)	(221)	(13,480)	(2,296)	(15,579)
NET LOSS	(7,066)	(34,625)	(19,181)	(50,356)
Accretion of redeemable preferred stock	(72)	(72)	(215)	(214)
NET LOSS AVAILABLE TO COMMON SHAREHOLDERS	$ (7,138)	$ (34,697)	$ (19,396)	$ (50,570)
NET LOSS PER COMMON SHARE:				
Continuing operations	$ (0.18)	$ (0.57)	$ (0.45)	$ (0.94)
Discontinued operations	(0.01)	(0.37)	(0.07)	(0.44)
Net loss	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)
NET LOSS PER COMMON SHARE - ASSUMING DILUTION:				
Continuing operations	$ (0.18)	$ (0.57)	$ (0.45)	$ (0.94)
Discontinued operations	(0.01)	(0.37)	(0.07)	(0.44)
Net loss	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)
Weighted average number of common shares outstanding:				
Basic	37,120,384	36,870,325	37,099,953	36,773,562
Diluted	37,120,384	36,870,325	37,099,953	36,773,562

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE NINE MONTH PERIOD ENDED OCTOBER 29, 2005
(Unaudited)

(In thousands, except share data)

	COMPREHENSIVE LOSS	COMMON STOCK NUMBER OF SHARES	COMMON STOCK PAR VALUE	COMMON STOCK PURCHASE WARRANTS	ADDITIONAL PAID-IN CAPITAL	DEFERRED COMPENSATION	ACCUMULATED DEFICIT	TOTAL SHAREHOLDERS' EQUITY
BALANCE, JANUARY 31, 2005		37,043,912	$ 370	$ 46,683	$ 264,005	$ (353)	$ (93,893)	$ 216,812
Net loss	$ (19,181)	--	--	--	--	--	(19,181)	(19,181)
Exercise of stock options and common stock issuances		86,943	1	--	425	--	--	426
Restricted stock forfeited		--	--	--	(9)	9	--	--
Amortization of deferred compensation		--	--	--	--	146	--	146
Accretion on redeemable preferred stock		--	--	--	(215)	--	--	(215)
BALANCE, OCTOBER 29, 2005		37,130,855	$ 371	$ 46,683	$ 264,206	$ (198)	$ (113,074)	$ 197,988

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(In thousands)

	FOR THE NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004
OPERATING ACTIVITIES:		
Net loss	$ (19,181)	$ (50,356)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	15,412	14,804
Common stock issued to employees	25	16
Amortization of deferred compensation	146	436
Asset impairment	400	11,302
Equity in earnings of affiliates	(396)	--
(Gain) loss on sale and holdings of property	(247)	300
Noncash tax benefit	(832)	--
Gain on long-term lease termination	(924)	--
Changes in operating assets and liabilities:		
Accounts receivable, net	(861)	5,243
Inventories	(24,366)	(15,116)
Prepaid expenses and other	(677)	(4,287)
Accounts payable and accrued liabilities	13,995	14,371
Net cash used for operating activities	(17,506)	(23,287)
INVESTING ACTIVITIES:		
Property and equipment additions	(7,332)	(10,601)
Purchase of short-term investments	(48,837)	(113,285)
Proceeds from sale of short-term investments	66,257	88,986
Proceeds from sale of property	350	--
Proceeds from note receivable from former officer	--	1,600
Net cash provided by (used for) investing activities	10,438	(33,300)
FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	401	2,474
Payment of long-term obligation	(738)	(892)
Net cash provided by (used for) by financing activities	(337)	1,582
Net decrease in cash and cash equivalents	(7,405)	(55,005)
BEGINNING CASH AND CASH EQUIVALENTS	62,640	81,033
ENDING CASH AND CASH EQUIVALENTS	$ 55,235	$ 26,028
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 111	$ 155
Income taxes paid	$ 11	$ 50
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Exercise of common stock purchase warrants	$ --	$ 955
Restricted stock award	$ --	$ 308
Restricted stock forfeited	$ 9	$ 115
Property and equipment purchases included in accounts payable	$ 149	$ --
Accretion of redeemable preferred stock	$ 215	$ 214

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 29, 2005
(Unaudited)

(1) GENERAL

ValueVision Media, Inc. and its subsidiaries (the "Company") is an integrated direct marketing company that markets, sells and distributes its products directly to consumers through various forms of electronic media and direct-to-consumer mailings. The Company's operating strategy incorporates television home shopping, Internet e-commerce, vendor programming sales, fulfillment services and outsourced e-commerce and fulfillment solutions.

The Company's television home shopping business uses on-air spokespersons to market brand name merchandise and proprietary / private label consumer products at competitive prices. The Company's live 24-hour per day television home shopping programming is distributed primarily through long-term cable and satellite affiliation agreements and the purchase of month-to-month full and part-time block lease agreements of cable and broadcast television time. In addition, the Company distributes its programming through one Company-owned full power television station in Boston, Massachusetts and one low power television station in Atlanta, Georgia. The Company also complements its television home shopping business by the sale of a broad array of merchandise through its Internet shopping website, www.shopnbc.com.

On November 16, 2000, the Company entered into an exclusive license agreement with National Broadcasting Company, Inc., currently known as NBC Universal, Inc. ("NBC"), pursuant to which NBC granted the Company worldwide use of an NBC-branded name and the Peacock image for a ten-year period. The Company rebranded its home shopping network and companion Internet shopping website as "ShopNBC" and "ShopNBC.com", respectively, in fiscal 2001. This rebranding was intended to position the Company as a multimedia retailer, offering consumers an entertaining, informative and interactive shopping experience, and position the Company as a leader in the evolving convergence of television and the Internet.

The Company, through its wholly owned subsidiary, VVI Fulfillment Center, Inc. ("VVIFC"), provides fulfillment, warehousing, customer service and telemarketing services to Ralph Lauren Media, LLC ("RLM"), an entity in which the Company holds a minority equity interest. VVIFC also provides fulfillment and warehousing services for the NBC Experience Store in New York City and direct-to-consumer products sold on NBC's website and fulfillment of certain non-jewelry merchandise sold on the Company's television home shopping program and Internet website.

(2) BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed consolidated financial statements includes normal recurring accruals and reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate, it is suggested that these interim condensed consolidated financial statements be read in conjunction with the Company's most recent audited financial statements and notes thereto included in its fiscal 2004 Annual Report on Form 10-K. Operating results for the nine month period ended October 29, 2005 are not necessarily indicative of the results that may be expected for the fiscal year ending February 4, 2006.

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

FISCAL YEAR

The Company's most recently completed fiscal year ended on January 31, 2005 and such year is designated "fiscal 2004". On April 29, 2005, the Company elected to change its fiscal year from a fiscal year ending January 31 to a 52/53 week fiscal year ending on the first Saturday in February of each calendar year. This change is effective for the Company's current fiscal year, which will end on February 4, 2006 and is designated "fiscal 2005". The Company made this change in order to align its fiscal year more closely to its retail seasonal merchandising plan. The change will also enhance the weekly and monthly comparability of sales results relating to the Company's television home-shopping business. The Company does not expect this change to have a significant impact on its consolidated financial statements.

(3) STOCK-BASED COMPENSATION

At October 29, 2005, the Company had a number of stock-based compensation plans. The Company accounts for these plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in the net loss, as all options granted under those plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The following table illustrates the effect on net loss and net loss per share if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation," to stock-based employee compensation:

	THREE MONTH PERIODS ENDED		NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004	OCTOBER 29, 2005	OCTOBER 31, 2004
Net loss available to common shareholders:				
As reported..............................	$ (7,138,000)	$ (34,697,000)	$ (19,396,000)	$ (50,570,000)
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects..............	(2,453,000)	(4,282,000)	(9,311,000)	(10,994,000)
Pro forma................................	$ (9,591,000)	$ (38,979,000)	$ (28,707,000)	$ (61,564,000)
Net loss per share:				
Basic:				
As reported...........................	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)
Pro forma.............................	(0.26)	(1.06)	(0.77)	(1.67)
Diluted:				
As reported...........................	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)
Pro forma.............................	(0.26)	(1.06)	(0.77)	(1.67)

(4) NET LOSS PER COMMON SHARE

The Company calculates earnings per share ("EPS") in accordance with the provisions of Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128"). Basic EPS is computed by dividing reported earnings by the weighted average number of common shares outstanding for the reported period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock of the Company during reported periods.

A reconciliation of EPS calculations under SFAS No. 128 is as follows:

	THREE MONTH PERIODS ENDED		NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004	OCTOBER 29, 2005	OCTOBER 31, 2004
Net loss available to common shareholders	$ (7,138,000)	$ (34,697,000)	$ (19,396,000)	$ (50,570,000)
Weighted average number of common shares outstanding - Basic....................	37,120,000	36,870,000	37,100,000	36,774,000
Dilutive effect of convertible preferred stock................................	--	--	--	--
Dilutive effect of stock options and warrants..............................	--	--	--	--
Weighted average number of common shares outstanding - Diluted.................	37,120,000	36,870,000	37,100,000	36,774,000
Net loss per common share................	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)
Net loss per common share- assuming dilution.............................	$ (0.19)	$ (0.94)	$ (0.52)	$ (1.38)

In accordance with SFAS No. 128, for the three month periods ended October 29, 2005 and October 31, 2004, approximately 760,000 and 909,000, respectively, in-the-money potentially dilutive common share stock options and warrants and 5,340,000 shares of convertible preferred stock have been excluded from the computation of diluted earnings per share, as the effect of their inclusion would be antidilutive. For the nine month periods ended October 29, 2005 and October 31, 2004, approximately 711,000 and 1,114,000, respectively, in-the-money potentially dilutive common share stock options and warrants and 5,340,000 shares of convertible preferred stock have been excluded from the computation of diluted earnings per share, as the effect of their inclusion would be antidilutive.

(5) COMPREHENSIVE LOSS

The Company reports comprehensive loss in accordance with Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" ("SFAS No. 130"). SFAS No. 130 establishes standards for reporting in the financial statements all changes in equity during a period, except those resulting from investments by and distributions to owners. For the Company, comprehensive loss includes net loss and other comprehensive income (loss). Total comprehensive loss was $7,066,000 and $34,625,000 for the three month periods ended October 29, 2005 and October 31, 2004, respectively. Total comprehensive loss was $19,181,000 and $50,356,000 for the nine month periods ended October 29, 2005 and October 31, 2004, respectively. As of January 31, 2004, the Company no longer had any long-term equity investments classified as "available-for-sale."

(6) SEGMENT DISCLOSURES

Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS No. 131"), requires the disclosure of certain information about operating segments in financial statements. The Company's reportable segments are based on the Company's method of internal reporting. The Company's primary business segment is its electronic media segment, which consists of the Company's television home shopping business and Internet shopping website business. Management has reviewed the provisions of SFAS No. 131 and has determined that the Company's television and Internet home shopping businesses meet the aggregation criteria as outlined in SFAS No. 131 since these two businesses have similar customers, products, economic characteristics and sales processes. Products sold through the Company's electronic media segment primarily include jewelry, computers and other electronics, housewares, apparel, health and beauty aids, fitness products, giftware, collectibles, seasonal items and other merchandise. The Company's segments primarily operate in the United States and no one customer represents more than 5% of the Company's overall revenue. There are no material intersegment product sales. Segment information as of and for the three and nine month periods ended October 29, 2005 and October 31, 2004 are as follows:

THREE MONTH PERIODS ENDED (IN THOUSANDS)	SHOPNBC & SHOPNBC.COM	ALL OTHER (a)	CORPORATE (b)	CONTINUING OPERATIONS	FANBUZZ, INC. (DISCONTINUED)	TOTAL
OCTOBER 29, 2005						
Revenues	$ 156,899	$ 2,614	$ --	$ 159,513	$ 521	$
Operating (loss) income	(8,028)	90	--	(7,938)	(181)	
Depreciation and amortization	4,767	212	--	4,979	41	
Interest income (expense)	716	--	--	716	(40)	
Income tax provision	6	--	--	6	--	
Net income (loss)	(7,317)	90	382	(6,845)	(221)	(7,066)
Identifiable assets	334,955	6,705	396	342,056	1,280	343,336
OCTOBER 31, 2004						
Revenues	$ 137,610	$ 1,870	$ --	$ 139,480	$ 4,861	$
Operating loss	(21,090)	(128)	--	(21,218)	(13,475)	
Depreciation and amortization	4,575	214	--	4,789	314	
Interest income (expense)	373	--	--	373	(5)	
Income taxes	--	--	--	--	--	
Net loss	(21,017)	(128)	--	(21,145)	(13,480)	(34,625)
Identifiable assets	351,063	6,941	--	358,004	6,236	364,240

NINE MONTH PERIODS ENDED (IN THOUSANDS)	SHOPNBC & SHOPNBC.COM	ALL OTHER (a)	CORPORATE (b)	CONTINUING OPERATIONS	FANBUZZ, INC. (DISCONTINUED)	TOTAL
OCTOBER 29, 2005						
Revenues	$ 475,603	$ 6,878	$ --	$ 482,481	$ 5,384	$
Operating (loss) income	(20,672)	456	--	(20,216)	(2,235)	
Depreciation and amortization	14,438	672	--	15,110	302	
Interest income (expense)	2,122	--	--	2,122	(62)	
Income tax benefit	(813)	--	--	(813)	--	
Net income (loss)	(17,735)	454	396	(16,885)	(2,296)	(19,181)
Identifiable assets	334,955	6,705	396	342,056	1,280	343,336
OCTOBER 31, 2004						
Revenues	$ 443,390	$ 5,623	$ --	$ 449,013	$ 16,003	$
Operating (loss) income	(35,975)	232	--	(35,743)	(15,526)	
Depreciation and amortization	13,268	566	--	13,834	970	
Interest income (expense)	1,016	--	--	1,016	(52)	
Income taxes	--	--	--	--	--	
Net loss	(35,009)	232	--	(34,777)	(15,579)	(50,356)
Identifiable assets	351,063	6,941	--	358,004	6,236	364,240

(a) Revenue from segments below quantitative thresholds are attributable to VVIFC, which provides fulfillment, warehousing and telemarketing services primarily to RLM, the Company and the NBC Experience Store.

(b) Corporate assets and net income consist of long-term investments accounted for under the equity method of accounting and not directly assignable to a business unit.

Information on net sales from continuing operations by significant product groups are as follows (in thousands):

	THREE MONTH PERIODS ENDED		NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004	OCTOBER 29, 2005	OCTOBER 31, 2004
Jewelry	$ 78,531	$ 74,446	$ 245,413	$ 273,037
Electronics	33,366	24,123	99,997	64,198
Home	19,779	16,484	56,465	48,193
All others, less than 10% each	27,837	24,427	80,606	63,585
Total	$ 159,513	$ 139,480	$ 482,481	$ 449,013

(7) RELATED PARTY TRANSACTION

In conjunction with its services agreement with RLM, the Company records revenue for amounts billed to RLM for customer service and fulfillment services. Revenues recorded from these services were $2,614,000 and $1,870,000 for the quarters ended October 29, 2005 and October 31, 2004, respectively, and were $6,878,000 and $5,623,000 for the nine month periods ended October 29, 2005 and October 31, 2004, respectively. Amounts due from RLM were $984,000 and $850,000, as of October 29, 2005 and January 31, 2005, respectively. In November 2005, RLM notified the Company that it had elected to extend the term of their existing services agreement with the Company to May 31, 2007.

In July 2004, the Company entered into an agreement with Right Now Technologies, Inc. ("Right Now") under which the Company paid Right Now approximately $150,000 during fiscal 2004 to utilize certain customer services technologies developed by Right Now. The Company's President and Chief Executive Officer, William J. Lansing, serves on the board of directors of Right Now. To date, the Company has paid Right Now approximately $17,000 during fiscal 2005, for annual software maintenance fees relating to this technology and other services.

(8) RESTRICTED STOCK

On February 1, 2003, the Company awarded 114,170 shares of restricted stock from the Company's 2001 Omnibus Stock Plan (as amended) to certain executive officers. The restricted stock vests one third on each of the next three anniversary dates of the grant. The aggregate market value of the restricted stock at the date of award was $1,491,000 and has been recorded as deferred compensation, a separate component of shareholders' equity, and is being amortized as compensation expense over the three-year vesting period. In the second quarter of fiscal 2004, the Company awarded an additional 25,000 shares of restricted stock to certain employees. The restricted stock vests over different periods ranging from 17 to 53 months. The aggregate market value of the restricted stock at the award dates was $308,000 and has been recorded as deferred compensation, a separate component of shareholders' equity, and is being amortized as compensation expense over the respective vesting periods.

(9) COMMON STOCK REPURCHASE PROGRAM

In November 2002, the Company's Board of Directors authorized a $25 million common stock repurchase program whereby the Company was authorized to repurchase shares of its common stock in the open market through negotiated transactions at prices and times deemed beneficial to the long-term interests of shareholders and the Company. The authorization expired in November 2005. As of October 29, 2005, the Company had repurchased a total of 398,000 shares of its common stock under the stock repurchase program for a total net cost of $4,322,000 at an average price of $10.86 per share. The Company did not repurchase any shares under its repurchase program during the nine month periods ended October 29, 2005 or October 31, 2004.

(10) GOODWILL AND OTHER INTANGIBLE ASSETS

In June 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"), which addresses the financial accounting and reporting standards for the acquisition of intangible assets outside of a business combination and for goodwill and other intangible assets subsequent to their acquisition. This accounting standard requires that goodwill be separately disclosed from other intangible assets in the statement of financial position, and no longer be amortized but tested for impairment on a periodic basis. These impairment tests are required to be performed at adoption and at least annually thereafter. Goodwill had been recorded by the Company as a result of the acquisition of FanBuzz, Inc. ("FanBuzz") in fiscal 2002.

During the third quarter of fiscal 2004, the Company wrote off goodwill totaling $9,442,000 attributable to the FanBuzz acquisition as the Company had determined that the goodwill was impaired following FanBuzz's loss of its National Hockey League ("NHL") contract in September 2004.

Intangible assets have been recorded by the Company as a result of the acquisition of FanBuzz in fiscal 2002 and television station WWDP TV-46 in fiscal 2003. The components of amortized and unamortized intangible assets in the accompanying condensed consolidated balance sheets consist of the following:

		OCTOBER 29, 2005		JANUARY 31, 2005	
	AVERAGE LIFE (YEARS)	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Amortized intangible assets:					
Website address..............	3	$ 1,000,000	$(1,000,000)	$ 1,000,000	$ (945,000)
Partnership contracts........	2	280,000	(280,000)	280,000	(280,000)
Non-compete agreements.......	3	230,000	(230,000)	230,000	(217,000)
Favorable lease contracts....	13	200,000	(200,000)	200,000	(200,000)
Other........................	2	290,000	(290,000)	290,000	(290,000)
Total.....................		$ 2,000,000	$(2,000,000)	$ 2,000,000	$(1,932,000)
Unamortized intangible assets:					
FCC broadcast license........		$31,943,000		$31,943,000	

Amortization expense for intangible assets for the nine months ended October 29, 2005 and October 31, 2004 was $68,000 and $330,000, respectively. During the third quarter of fiscal 2004, the Company wrote off approximately $160,000 of intangible assets in connection with a FanBuzz asset impairment. As of October 29, 2005, intangible assets relating to the FanBuzz acquisition have a remaining carrying value of $-0-. See Note 13 for a discussion of the discontinued operations of FanBuzz.

(11) RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In December 2004, the FASB issued a revision to Statement of Financial Accounting Standards No. 123, "Share-Based Payment" ("SFAS No. 123(R)"). The revision requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments granted to employees. The statement eliminates the alternative method of accounting for employee share-based payments previously available under Accounting Principles Board Opinion No. 25. The statement will be effective for public companies for fiscal years beginning after June 15, 2005. The Company has not completed the process of evaluating the full financial statement impact that will result from the adoption of SFAS No. 123(R). The effect of adopting SFAS No. 123(R) on the Company's consolidated financial statements and estimated compensation expense for current and prior periods can be found in Note 3, "Stock-Based Compensation".

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, "Exchange of Nonmonetary Assets" ("SFAS No. 153"), an amendment of APB Opinion No. 29. SFAS No. 153 requires all nonmonetary exchanges to be recorded at fair value, unless the assets exchanged do not have commercial substance. A nonmonetary exchange has commercial substance under SFAS No. 153 if future cash flows are expected to change significantly as a result of the exchange. SFAS No. 153 was effective for all nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. The Company's adoption of SFAS No. 153 did not have a significant impact on its financial statements.

(12) ASSET IMPAIRMENT AND EMPLOYEE TERMINATION COSTS

During the quarter ended April 30, 2005, a number of FanBuzz customers notified the Company that they elected not to renew the term of their e-commerce services agreements with FanBuzz or decided to terminate their agreements as permitted in the agreement. Following these notifications, the Company assessed whether there had been an impairment of the FanBuzz long-lived assets in accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS No. 144"). The Company performed a cash flow analysis and concluded that the book value of certain long-lived assets at FanBuzz was significantly higher than their probability-weighted expected future cash flows and that an impairment had occurred. Accordingly, the Company recorded a non-cash impairment loss and related charge of $400,000 in the first quarter of fiscal 2005. The impairment charge is included in loss from discontinued operations in the accompanying consolidated statement of operations for the nine month period ended October 29, 2005.

During the quarter ended April 30, 2005, the Company also recorded an additional $528,000 charge to earnings and established a related accrual primarily in connection with the downsizing of the FanBuzz operations. The charge consisted primarily of severance pay and related benefit costs associated with the elimination of approximately twelve positions. The severance is expected to be paid out over periods ranging from one to twelve months. $446,000 of this charge is included in loss from discontinued operations in the accompanying consolidated statement of operations for the nine month period ended October 29, 2005.

(13) DISCONTINUED FANBUZZ OPERATIONS

In the second quarter of fiscal 2005, the Company decided to wind down its FanBuzz subsidiary operations and finalized the shut down in the quarter ended October 29, 2005. FanBuzz, acquired by the Company in fiscal 2002, was an e-commerce and fulfillment solutions provider for a number of sports, media, entertainment and retail companies. The decision to shut down FanBuzz was made after continued operating losses were experienced following the loss of its NHL contract in September 2004 and after a number of other FanBuzz customers notified the Company in the first quarter of fiscal 2005 that they elected not to renew the term of their e-commerce services agreements. FanBuzz ceased business operations as of October 29, 2005 and was a reportable segment under SFAS No. 131. FanBuzz meets the definition of a "component of an entity" and has been accounted for as a discontinued operation under SFAS No. 144. The results of operations for FanBuzz have been classified as discontinued operations in the accompanying condensed consolidated statements of operations for all periods presented. Net sales from discontinued operations were $521,000 and $4,861,000 for the three month periods ended October 29, 2005 and October 31, 2004, respectively. Net sales from discontinued operations were $5,384,000 and $16,003,000 for the nine month periods ended October 29, 2005 and October 31, 2004, respectively. Pretax losses from discontinued operations were $221,000 and $13,480,000 for the three month periods ended October 29, 2005 and October 31, 2004, respectively. Pretax losses from discontinued operations were $2,296,000 and $15,579,000 for the nine month periods ended October 29, 2005 and October 31, 2004, respectively. The Company's consolidated balance sheet as of October 29, 2005 includes $1,280,000 in current assets, $670,000 in current liabilities and $-0- in long-term assets and long-term liabilities related to FanBuzz. The Company's consolidated balance sheet as of January 31, 2005 included $4,117,000 in current assets, $2,745,000 in current liabilities, $890,000 in long-term assets and $1,145,000 in long-term capital lease liabilities related to FanBuzz.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the Company's accompanying unaudited condensed consolidated financial statements and notes included herein and the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2005.

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Information contained in this Form 10-Q and in other materials filed by the Company with the Securities and Exchange Commission (as well as information included in oral statements or other written statements made or to be made by the Company) contain certain "forward-looking statements" within the meaning of federal securities laws that represent management's expectations or beliefs concerning future events. These statements are based on management's current expectations and are accordingly subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein due to various important factors, including (but not limited to): changes in consumer spending habits and debt levels; changes in interest rates; seasonal variations in consumer purchasing activities; changes in the mix of products sold by the Company; competitive pressures on sales; changes in pricing and gross profit margins; changes in the level of cable, satellite and other distribution for the Company's programming and fees associated therewith; the success of the Company's strategic alliances and relationships; the ability of the Company to manage its operating expenses successfully; risks associated with acquisitions; changes in governmental or regulatory requirements; litigation or governmental proceedings involving or otherwise affecting the Company's operations; significant public events that are difficult to predict, such as widespread weather catastrophes or other significant television-covering events causing an interruption of television coverage or that directly competes with the viewership of the Company's programming, and the ability of the Company to obtain and retain key executives, on-air hosts and other key employees. Investors are cautioned that all forward-looking statements involve risk and uncertainty and the Company is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

In addition to any specific risks and uncertainties discussed in this Form 10-Q, the risks and uncertainties discussed in detail in the Company's Form 10-K for the fiscal year ended January 31, 2005, specifically under the captions entitled "Risk Factors" and "Critical Accounting Policies and Estimates," provide information that should be considered in evaluating any of the Company's forward-looking statements. In addition, the facts and circumstances that exist when any forward-looking statements are made and on which those forward-looking statements are based may significantly change in the future, thereby rendering obsolete the forward-looking statements on which such facts and circumstances were based. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

OVERVIEW

Company Description

ValueVision Media, Inc. is an integrated direct marketing company that markets its products directly to consumers through various forms of electronic media and direct-to-consumer mailings. The Company's principal line of business is its television home shopping business, ShopNBC, and companion Internet shopping website, ShopNBC.com, which sells brand name merchandise and proprietary/private label consumer products at competitive prices. The Company's live 24-hour per day television home shopping programming is distributed primarily through long-term cable and satellite affiliation agreements.

Products and Customers

Products sold on the Company's television home shopping network and Internet shopping website include jewelry, computers and other electronics, housewares, apparel, cosmetics, fitness products, giftware, collectibles, seasonal items and other merchandise. Jewelry represents the Company's largest single category of merchandise, representing 53% and 55% of television home shopping and Internet net sales for the three and nine month respective periods ended October 29, 2005. Home products, including electronics product categories, represented approximately 37% and 36% of television home shopping and Internet net sales for the three and nine month respective periods ended October 29, 2005. Apparel, health and beauty product categories represented approximately 10% and 9% of television home shopping and Internet net sales for the three and nine month respective periods ended October 29, 2005. The Company believes that product diversification appeals to a broader segment of potential customers and is important to growing the Company's business. The Company's product diversification strategy is to continue to develop new product offerings primarily in the

home, apparel and accessories, cosmetics, fitness and consumer electronics categories to supplement the existing jewelry and computer businesses. The Company believes that its customers are primarily women between the ages of 35 and 55 with annual household incomes between $50,000 and $75,000 and believes its customers make purchases based primarily on convenience, unique product offerings, value and quality of merchandise.

Strategy

The Company's mission is to be a leader in innovative multimedia retailing, offering consumers an entertaining, informative and interactive shopping experience. The following business strategies are intended to continue the growth of the Company's television home shopping business and complementary website: (i) leverage the strong brand recognition of the NBC name and associated peacock symbol to achieve greater brand recognition with the ShopNBC television channel and ShopNBC.com website; (ii) diversify the types of products offered for sale outside of the historical categories of jewelry and computers;
(iii) increase program distribution in the United States through new or expanded broadcast agreements with cable and satellite operators and other creative means for reaching consumers, such as webcasting on ShopNBC.com; (iv) increase average net sales per home by increasing penetration within existing homes receiving the Company's programming and by attracting new customers through a broader merchandise mix and targeted marketing efforts; (v) continue to grow the Company's Internet business through the innovative use of marketing and technology, such as advanced search strategies, personalization, webcasting and unique auction capabilities; (vi) upgrade the overall quality of the Company's network, programming and customer support infrastructure consistent with expectations associated with the NBC brand name; and (vii) increase the average order size through various sales initiatives including add-on sales, continuity programs and warranty sales.

Challenge

The Company's television home shopping business operates with a high fixed cost base, which is primarily due to fixed contractual fees paid to cable and satellite operators to carry the Company's programming. In addition, the Company has invested in new initiatives intended to sustain sales growth that has required significant up-front investment. These new initiatives include increased marketing support, improved customer experience, enhanced on-air quality and improved business intelligence. In order to attain profitability, the Company must achieve sufficient sales volume through the acquisition of new customers and the increased retention of existing customers to cover its high fixed costs and the cost of these new initiatives. The Company's growth and profitability could be adversely impacted if sales volume does not meet expectations, as the Company will have limited immediate capability to reduce its fixed cable and satellite distribution operating expenses to mitigate any potential sales shortfall.

Competition

The direct marketing and retail businesses are highly competitive. In its television home shopping and Internet operations, the Company competes for consumer expenditures with other forms of retail businesses, including traditional "brick and mortar" department, discount, warehouse and specialty stores; other mail order, catalog and television home shopping companies; infomercial companies and other direct sellers. The television home shopping industry is also highly competitive and is dominated by two companies, QVC Network, Inc. and HSN, Inc., both of which are larger, more diversified and have greater financial and distribution resources than the Company. The Shop at Home, Inc. television network, in which E.W. Scripps Company owns a controlling interest, also directly competes with the Company. In addition, the American Collectibles Network ("ACN"), which broadcasts the Jewelry Television home shopping channel, competes with the Company in the jewelry sector of the television home shopping industry. There are also a number of other small niche players and start-ups competing in the television home shopping industry. The Company further competes with retailers who sell and market their products through the highly competitive Internet channel. Many companies sell products over the Internet that are competitive with the Company's products. As the use of the Internet and other online services increase, larger, well-established and well-financed entities may continue to acquire, invest in or form joint ventures with providers of e-commerce and direct marketing solutions, and existing providers of e-commerce and direct marketing solutions may continue to consolidate e.g. IAC/InteractiveCorp's (parent company of HSN) continued purchase of web based businesses (including search engine company Ask Jeeves), Scripps' acquisition of Shopzilla, a shopping search engine and Liberty Media's (parent company of QVC) recently announced acquisition of Provide Commerce, an operator of retail websites featuring brands such as Proflowers and Cherry Moon Farms. The Company expects increasing competition for viewers and customers and for experienced home shopping personnel from major cable systems, television networks, e-commerce and other retailers that may seek to enter the television home shopping industry. The continued evolution and consolidation of retailers on the Internet, together with strategic alliances being formed by other television home shopping networks and providers of e-commerce and direct marketing solutions, will also result in increased competition. The Company also competes to lease cable television time and enter into cable affiliation agreements. The Company believes that its ultimate success in the television home shopping industry is dependent upon several key

factors, one of which is obtaining carriage on additional cable systems and obtaining additional sales penetration from the Company's existing customer base.

Results for the Third Quarter of Fiscal 2005

Consolidated net sales from continuing operations for the quarter ended October 29, 2005 were $159,513,000 compared to $139,480,000 for the quarter ended October 31, 2004, a 14% increase. The increase in consolidated net sales from continuing operations is directly attributable to the continued improvement in and increased net sales from the Company's television home shopping and Internet operations. Effective for the quarter ended October 29, 2005, the results of operations of FanBuzz have been presented as loss from discontinued operations in the accompanying consolidated statements of operations for all periods presented. Net sales attributed to the Company's television home shopping and Internet operations increased to $156,899,000 for the quarter ended October 29, 2005 from $137,610,000 for the quarter ended October 31, 2004. Consolidated gross margins from continuing operations were 34.2% for the quarter ended October 29, 2005 compared to 31.8% for the quarter ended October 31, 2004. The Company reported an operating loss of $7,938,000 and a net loss of $7,066,000, which included a net loss of $221,000 from discontinued operations, for the third quarter of fiscal 2005. The Company reported an operating loss of $21,218,000 and a net loss of $34,625,000, which included a net loss of $13,480,000 from discontinued operations, for the third quarter of fiscal 2004.

ASSET IMPAIRMENT AND EMPLOYEE TERMINATION COSTS

During the quarter ended April 30, 2005, a number of FanBuzz customers notified the Company that they elected not to renew the term of their e-commerce services agreements with FanBuzz or decided to terminate their agreements as permitted in the agreement. Following these notifications, the Company assessed whether there had been an impairment of the FanBuzz long-lived assets in accordance with SFAS No. 144. The Company performed a cash flow analysis and concluded that the book value of certain long-lived assets at FanBuzz was significantly higher than their probability-weighted expected future cash flows and that an impairment had occurred. Accordingly, the Company recorded a non-cash impairment loss and related charge of $400,000 in the first quarter of fiscal 2005. The impairment charge is included in loss from discontinued operations in the accompanying consolidated statement of operations for the nine month period ended October 29, 2005.

During the quarter ended April 30, 2005, the Company also recorded an additional $528,000 charge to earnings and established a related accrual primarily in connection with the downsizing of the FanBuzz operations. The charge consisted primarily of severance pay and related benefit costs associated with the elimination of approximately twelve positions. The severance is expected to be paid out over periods ranging from one to twelve months. $446,000 of this charge is included in loss from discontinued operations in the accompanying condensed consolidated statement of operations for the nine month period ended October 29, 2005.

DISCONTINUED FANBUZZ OPERATIONS

In the second quarter of fiscal 2005, the Company decided to wind down its FanBuzz subsidiary operations and finalized the shut down in the quarter ended October 29, 2005. FanBuzz, acquired by the Company in fiscal 2002, was an e-commerce and fulfillment solutions provider for a number of sports, media, entertainment and retail companies. The decision to shut down FanBuzz was made after continued operating losses were experienced following the loss of its NHL contract in September 2004 and after a number of other FanBuzz customers notified the Company in the first quarter of fiscal 2005 that they elected not to renew the term of their e-commerce services agreements. FanBuzz ceased business operations as of October 29, 2005 and was a reportable segment under SFAS No. 131. FanBuzz meets the definition of a "component of an entity" and has been accounted for as a discontinued operation under SFAS No. 144. The results of operations for FanBuzz have been classified as discontinued operations in the accompanying consolidated statements of operations for all periods presented. See Note 13 to the condensed consolidated financial statements.

RESULTS OF OPERATIONS

SELECTED CONDENSED CONSOLIDATED FINANCIAL DATA
CONTINUING OPERATIONS
(UNAUDITED)

	DOLLAR AMOUNT AS A PERCENTAGE OF NET SALES FOR THE THREE MONTH PERIODS ENDED		DOLLAR AMOUNT AS A PERCENTAGE OF NET SALES FOR THE NINE MONTH PERIODS ENDED	
	OCTOBER 29, 2005	OCTOBER 31, 2004	OCTOBER 29, 2005	OCTOBER 31, 2004
NET SALES	100.0%	100.0%	100.0%	100.0%
GROSS MARGIN	34.2%	31.8%	34.3%	32.7%
Operating Expenses:				
Distribution and selling	32.5%	37.4%	31.6%	33.4%
General and administrative	3.6%	3.9%	3.8%	3.4%
Depreciation and amortization	3.1%	3.4%	3.1%	3.1%
Employee termination costs	--%	2.3%	--%	0.8%
	39.2%	47.0%	38.5%	40.7%
Operating loss	(5.0)%	(15.2)%	(4.2)%	(8.0)%

KEY PERFORMANCE METRICS*
(UNAUDITED)

	FOR THE THREE MONTH PERIODS ENDED			FOR THE NINE MONTH PERIODS ENDED		
	OCTOBER 29, 2005	OCTOBER 31, 2004	%	OCTOBER 29, 2005	OCTOBER 31, 2004	%
PROGRAM DISTRIBUTION						
Cable FTE's (Average 000's)	38,011	36,565	4%	37,816	36,231	4%
Satellite FTE's (Average 000's)	24,293	21,651	12%	23,827	20,910	14%
Total FTEs (Average 000's)	62,304	58,216	7%	61,643	57,141	8%
Net Sales per FTE (Annualized)	$ 10.07	$ 9.46	6%	$ 10.29	$ 10.35	(1)%
Active Customers - 12 month rolling	778,896	757,215	3%	n/a	n/a	
% New Customers - 12 month rolling	58%	60%		n/a	n/a	
% Reactivated & Retained - 12 month rolling	42%	40%		n/a	n/a	
Customer Penetration - 12 month rolling	1.3%	1.3%		n/a	n/a	
MERCHANDISE MIX						
Jewelry	53%	59%		55%	64%	
Apparel, Health & Beauty	10%	10%		9%	8%	
Home and All Other	37%	31%		36%	28%	
Shipped Units (000's)	1,113	1,106	1%	3,468	3,655	(5)%
Average Selling Price - Shipped Units	$ 197	$ 180	9%	$ 195	$ 178	10%

* Includes television home shopping and Internet sales only.

PROGRAM DISTRIBUTION

Average full time equivalent ("FTE") subscribers grew 7% in the third quarter ended October 29, 2005, resulting in a 4,088,000 increase in average FTE's versus the prior year comparable quarter. For the nine month period ended October 29, 2005, average FTE's grew 8%, an increase of 4,502,000 versus the prior year comparable period. The increases were driven by continued strong growth in satellite distribution of the Company's programming and increased penetration of the Company's programming on digital cable.

NET SALES PER FTE

Net sales per FTE for the third quarter ended October 29, 2005 increased 6%, or $0.61 per FTE, compared to the prior year comparable quarter. For the nine month period ended October 29, 2005, net sales per FTE decreased 1%, or $0.06 per FTE versus the prior year comparable period. The increase in the third quarter net sales per FTE was primarily the result of strong third quarter television home shopping and Internet sales growth over the prior year third quarter. The decrease in the year-to-date net sales per FTE was primarily due to television home shopping and Internet sales increasing at a slower rate during the nine month period ended October 29, 2005 than the 8% increase in average FTE's for that nine month period. This was primarily due to the relatively flat sales growth experienced in television home shopping and Internet net sales during the first quarter of fiscal 2005.

CUSTOMERS

The Company added 21,681 active customers over the twelve-month period ended October 29, 2005, a 3% increase over active customers added in the prior year comparable twelve-month period. The increase in active customers resulted from the increase in household distribution, product diversification efforts and increases in marketing and promotional efforts aimed at attracting new customers.

CUSTOMER PENETRATION

Customer penetration measures the total number of customers who purchased from the Company over the past twelve months divided by the Company's average FTE's for that same period. This measure was 1.3% for both twelve month periods ended October 29, 2005 and October 31, 2004.

MERCHANDISE MIX

During the quarter ended October 29, 2005, jewelry net sales decreased to 53% of total television home shopping and Internet net sales from 59% during the prior year comparable quarter. Net sales from home products, including electronics categories, increased to 37% of total television home shopping and Internet net sales from 31% as compared to the prior year third quarter and net sales from apparel and health and beauty product categories remained at 10% of total television home shopping and Internet net sales as compared to the prior year third quarter. During the nine month period ended October 29, 2005 versus the comparable prior year period, jewelry net sales decreased to 55% of total television home shopping and Internet net sales from 64%. Net sales from home products, including electronics product categories, increased from 28% to 36% during the nine month period ended October 29, 2005 versus the comparable prior year period. Apparel and health and beauty product categories increased from 8% to 9% during the same nine month comparable period. The Company's merchandise mix is evolving away from its historical reliance on jewelry and computers to a broader mix that also includes apparel, health and beauty, fitness, home and other electronic product lines. The evolution of the merchandise mix is a key component of the Company's strategy to appeal to a broader audience, attract new customers and increase household penetration. Net sales from home products, including electronic product categories, increased as a percentage of total television home shopping and Internet net sales during the third quarter and first nine months of fiscal 2005 primarily due to increased sales associated with liquid crystal display (LCD) television sets.

SHIPPED UNITS

The number of units shipped during the third quarter ended October 29, 2005 increased 1% from the prior year comparable quarter to 1,113,000 from 1,106,000. For the nine month period ended October 29, 2005, shipped units decreased 5% from the prior year comparable period to 3,468,000 from 3,655,000. The decrease in shipped units for the nine month period ended October 29, 2005 was due primarily to a shift in the product mix in the first half of fiscal 2005 to higher priced merchandise in the home and electronics categories driven primarily by sales of LCD television sets.

AVERAGE SELLING PRICE

The Average Selling Price ("ASP") per unit for the Company was $197 in the third quarter ended October 29, 2005, a 9% increase from the comparable prior year quarter. For the nine month period ended October 29, 2005, the average per unit selling price was $195, a 10% increase from the comparable prior year period. The increase in the ASP during the third quarter and first nine months of fiscal 2005 was driven by increases in price points associated with gold, silver, apparel and home merchandise categories as well as a shift in merchandise mix from jewelry to sales of LCD television sets which have higher average selling prices.

NET SALES

Consolidated net sales from continuing operations for the three month period ended October 29, 2005 were $159,513,000 compared with consolidated net sales of $139,480,000 for the three month period ended October 31, 2004, a 14% increase. Consolidated net sales from continuing operations for the nine month period ended October 29, 2005 were $482,481,000 compared with consolidated net sales from continuing operations of $449,013,000 for the nine month period ended October 31, 2004, a 7% increase. The increase in consolidated net sales from continuing operations is directly attributable to the continued improvement in net sales from the Company's television home shopping and Internet operations. Net sales attributed to the Company's television home shopping and Internet operations increased 14% to $156,899,000 for the quarter ended October 29, 2005 from $137,610,000 for the quarter ended October 31, 2004. Net sales attributed to the Company's television home shopping and Internet operations increased 7% to $475,603,000 for the nine month period ended October 29, 2005 from $443,390,000 for the comparable prior year period. The growth in the quarter and year-to-date television home shopping and Internet net sales is primarily attributable to increased merchandise sales driven by growth in the number of homes receiving the Company's television programming and higher productivity from existing homes due to increased sales per hour results achieved in all major merchandise categories. In addition, television and Internet net sales increased due to increased shipping and handling revenue as a result of fewer shipping promotions in the first nine months of fiscal 2005 compared to fiscal 2004. During the twelve-month period ended October 29, 2005, the Company added approximately 4.5 million FTE homes, an 8% increase. The Company intends to continue to develop its merchandising and programming strategies, including the continuation of its strategy of product diversification and increased marketing spending with the goal of improving its television home shopping and Internet sales results. While the Company is optimistic that television home shopping and Internet sales results will continue to improve, there can be no assurance that the Company's sales strategy will achieve the intended results.

GROSS PROFIT

Gross profit from continuing operations for the three months ended October 29, 2005 and October 31, 2004 was $54,487,000 and $44,408,000, respectively, an increase of $10,079,000. Gross profit from continuing operations for the nine months ended October 29, 2005 and October 31, 2004 was $165,479,000 and $146,710,000, respectively, an increase of $18,769,000. The increase in gross profit from continuing operations is directly attributable to increased sales volume from the Company's television home shopping and Internet businesses and increases in gross profit margins on shipping and handling revenues. Gross margins for the three month periods ended October 29, 2005 and October 31, 2004 were 34.2% and 31.8%, respectively. Gross margins for the nine month periods ended October 29, 2005 and October 31, 2004 were 34.3% and 32.7%, respectively. Gross margins for the three and nine months ended October 29, 2005 increased 2.4 percentage points and 1.6 percentage points, respectively, as compared to gross margins of the comparable prior year periods primarily due to increases in television home shopping and Internet shipping and handling margins as well as the achievement of higher merchandise margins during the fiscal year. These increases reflect the negative impact of the Company's fiscal 2004 free shipping loyalty club launched in February 2004, and lower promotional discounting during the first nine months of fiscal 2005. In addition, gross margin also improved overall due to the achievement of higher merchandise margins in substantially all major product categories that was offset by a product mix shift that included greater sales in lower margin electronic product categories during fiscal 2005. Gross margins may not be comparable to those of other entities, since some entities include all of the costs related to their product distribution network in cost of sales and others, including the Company, exclude a portion of these costs from gross margin, including them instead as a component of distribution and selling expense.

OPERATING EXPENSES

Total operating expenses from continuing operations for the three months ended October 29, 2005 were $62,425,000 compared to $65,626,000 for the comparable prior year period. Total operating expenses from continuing operations for the nine months ended October 29, 2005 were $185,695,000 compared to $182,453,000 for the comparable prior year period. Total operating expenses from

continuing operations for the nine month period ended October 29, 2005 included a charge of $82,000 recorded in connection with employee terminations. Total operating expenses from continuing operations for the three and nine month periods ended October 31, 2004 included a charge of $3,197,000 recorded in connection with management's decision to eliminate a number of positions within the Company. Distribution and selling expense decreased $537,000, or 1%, to $51,630,000, or 32% of net sales from continuing operations, during the third quarter of fiscal 2005 compared to $52,167,000, or 37% of net sales from continuing operations, for the comparable prior year period. Distribution and selling expense increased $2,178,000 to $152,248,000, or 32% of net sales from continuing operations, for the nine month period ended October 29, 2005 compared to $150,070,000, or 33% of net sales from continuing operations, for the comparable prior year period. Distribution and selling expense increased on a year-to-date basis over the prior year primarily due to increased net cable access fees of $3,172,000 due to an 8% year-to-date increase in the number of average FTE subscribers over the comparable prior year period and increased credit card fees of $633,000 due to an overall decline in net sales made using the ShopNBC credit card, which generally carries lower fees. These increases were offset by selling and distribution expense decreases associated with decreased satellite rental fees of $877,000 and a prior year third quarter merchandising software write-off totaling $868,000.

General and administrative expense for the three months ended October 29, 2005 increased $343,000, or 6%, to $5,816,000, or 4% of net sales from continuing operations, compared to $5,473,000, or 4% of net sales from continuing operations, for the three months ended October 31, 2004. General and administrative expense for the nine months ended October 29, 2005 increased $2,903,000, or 19%, to $18,255,000, or 4% of net sales from continuing operations, compared to $15,352,000, or 3% of net sales from continuing operations, for the nine months ended October 31, 2004. General and administrative expense increased on a year-to-date basis over the prior year primarily as a result of increased information system personnel salaries and consulting fees and software maintenance fees of $2,481,000 and increased legal fees of $247,000.

Depreciation and amortization expense for the three months ended October 29, 2005 was $4,979,000 compared to $4,789,000 for the three months ended October 31, 2004, representing an increase of $190,000, or 4%, from the comparable prior year period. Depreciation and amortization expense for the nine months ended October 29, 2005 was $15,110,000 compared to $13,834,000 for the nine months ended October 31, 2004, representing an increase of $1,276,000, or 9%, from the comparable prior year period. Depreciation and amortization expense as a percentage of net sales from continuing operations for the three and nine months ended October 29, 2005 and October 31, 2004 was 3% for each period. The increases are primarily due to increased depreciation and amortization as a result of assets placed in service in connection with the Company's various application software development and functionality enhancements.

OPERATING LOSS

For the three months ended October 29, 2005, the Company reported an operating loss from continuing operations of $7,938,000 compared to an operating loss from continuing operations of $21,218,000 for the three months ended October 31, 2004. For the nine months ended October 29, 2005, the Company reported an operating loss from continuing operations of $20,216,000 compared to an operating loss from continuing operations of $35,743,000 for the nine months ended October 31, 2004. The Company's operating loss from continuing operations decreased for the nine month period ended October 29, 2005 from the comparable prior year period primarily as a result of the Company's increase in gross profit as described above under "Gross Profit." Offsetting the increase in gross profit over the comparable prior year period, were increases in distribution and selling expenses, particularly net cable access fees and credit card fees, increases in general and administrative expenses recorded in connection with information system personnel salaries, consulting fees and software maintenance fees and increases in depreciation and amortization expense as a result of assets placed in service in connection with the Company's various application software development and functionality enhancements, the details of which are discussed above.

NET LOSS

For the three months ended October 29, 2005, the Company reported a net loss available to common shareholders of $7,138,000 or $.19 per share on 37,120,000 weighted average common shares outstanding compared with a net loss available to common shareholders of $34,697,000 or $.94 per share on 36,870,000 weighted average common shares outstanding for the quarter ended October 31, 2004. The net loss available to common shareholders for the three months ended October 29, 2005 includes the recording of $382,000 of equity in earnings from RLM, a net loss of $221,000 from discontinued operations and interest income totaling $716,000 earned on the Company's cash and short-term investments. For the quarter ended October 31, 2004, the net loss available to common shareholders included a net loss of $13,480,000 from discontinued operations, a $300,000 write-down of a non-operating real estate asset held for sale and interest income totaling $373,000 earned on the Company's cash and short-term investments.

For the nine months ended October 29, 2005, the Company reported a net loss available to common shareholders of $19,396,000 or $.52 per share on 37,100,000 weighted average common shares outstanding compared with a net loss available to common shareholders of $50,570,000 or $1.38 per share on 36,774,000 weighted average common shares outstanding for the nine months ended October 31, 2004. The net loss available to common shareholders for the nine months ended October 29, 2005 includes a net loss of $2,296,000 from discontinued operations, a $250,000 cash dividend received from RLM, a $256,000 write-down of a non-operating real estate asset held for sale, the recording of $396,000 of equity in earnings from RLM, an $820,000 income tax benefit and interest income totaling $2,122,000 earned on the Company's cash and short-term investments. For the nine months ended October 31, 2004, the net loss available to common shareholders included a net loss of $15,579,000 from discontinued operations, a $250,000 cash dividend received from RLM, a $300,000 write-down of a non-operating real estate asset held for sale and interest income of $1,016,000 earned on the Company's cash and short-term investments.

The Company recorded an income tax benefit of $832,000 in the second quarter of fiscal 2005 related to the reversal of an income tax contingency reserve that expired in the quarter and was no longer required. The Company has not recorded any other income tax benefit on the losses recorded in the quarters ended October 29, 2005 and October 31, 2004 due to the uncertainty of realizing income tax benefits in the future as indicated by the Company's recording of an income tax valuation reserve. The Company has recorded a quarterly income tax provision relating to state income taxes payable on certain income for which there is no loss carryforward benefit available. The Company will continue to maintain a valuation reserve against its net deferred tax assets until the Company believes it is more likely than not that these assets will be realized in the future.

PROGRAM DISTRIBUTION

The Company's television home shopping programming was available to approximately 62.3 million average FTE households for the three months ended October 29, 2005 and approximately 58.2 million average FTE households for the three months ended October 31, 2004. The Company's television home shopping programming was available to approximately 61.6 million average FTE households for the nine month period ended October 29, 2005 and approximately 57.1 million average FTE households for the nine month period ended October 31, 2004. The Company's television home shopping programming is currently available through affiliation and time-block purchase agreements with approximately 1,300 cable or satellite systems. The Company also owns and operates a full-power television station in Boston, Massachusetts and a low power television station in Atlanta, Georgia. Homes that receive the Company's television home shopping programming 24 hours per day are counted as one FTE each and homes that receive the Company's programming for any period less than 24 hours are counted based upon an analysis of time of day and day of week that programming is received. The Company's television home shopping programming is also simulcast live 24 hours a day, 7 days a week through its Internet shopping website, www.shopnbc.com, which is not included in total FTE households.

TRANSACTIONS BY GE CAPITAL EQUITY INVESTMENTS, INC.

On February 9, 2005, GE Commercial Finance - Equity ("GE Equity"), the Company's largest shareholder, entered into agreements to sell 2,0000,000 shares of the Company's common stock in privately negotiated transactions. On July 8, 2005, GE Equity entered into agreements to sell an additional 2,604,932 shares of the Company's common stock in privately negotiated transactions to different purchasers. In connection with such transactions, the Company filed a registration statement on Form S-3 with the Securities and Exchange Commission on July 29, 2005 with respect to an aggregate of 4,604,932 shares of the Company's common stock, pursuant to contractual registration rights obligations. The Company will receive no proceeds from the sale of the shares covered by the registration statement.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND RISK FACTORS

A discussion of the critical accounting policies related to accounting estimates and assumptions and specific risks and uncertainties are discussed in detail in the Company's fiscal 2004 Annual Report on Form 10-K under the captions entitled "Risk Factors" and "Critical Accounting Policies and Estimates."

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As of October 29, 2005, cash and cash equivalents and short-term investments were $75,762,000, compared to $100,581,000 as of January 31, 2005, a $24,819,000 decrease. For the nine month period ended October 29, 2005, working capital decreased $12,361,000 to $139,089,000. The current ratio was 2.4 at October 29, 2005 compared to 2.7 at January 31, 2005.

SOURCES OF LIQUIDITY

The Company's principal sources of liquidity are its available cash, cash equivalents and short-term investments, accrued interest earned from its short-term investments and its operating cash flow, which is primarily generated from credit card receipts from sales transactions and the collection of outstanding customer accounts receivables. The timing of customer collections made pursuant to the Company's ValuePay installment program and the extent to which the Company extends credit to its customers is important to the Company's short-term liquidity and cash resources. A significant increase in the Company's accounts receivable aging or credit losses could negatively impact the Company's source of cash from operations in the short term. While credit losses have historically been within the Company's estimates for such losses, there is no guarantee that the Company will continue to experience the same credit loss rate that it has in the past. Historically, the Company has also been able to generate additional cash sources from the proceeds of stock option exercises and from the sale of its equity investments and other properties; however, these sources of cash are neither relied upon nor controllable by the Company. The Company has no long-term debt and believes it has the ability to obtain additional financing if necessary. At October 29, 2005, short-term investments and cash equivalents were invested primarily in money market funds, high quality commercial paper with original maturity dates of less than 270 days and investment grade corporate and municipal bonds and other tax advantaged certificates with tender option terms ranging from one month to one year. Although management believes the Company's short-term investment policy is conservative in nature, certain short-term investments in commercial paper can be exposed to the credit risk of the underlying companies to which they relate and interest earned on these investments are subject to interest rate market fluctuations. The maturity of the Company's investment portfolio ranges from 30-180 days.

CASH REQUIREMENTS

The Company's principal use of cash is to fund its business operations, which consist primarily of purchasing inventory for resale, funding account receivables growth in support of sales growth and funding operating expenses, particularly the Company's contractual commitments for cable and satellite programming and the funding of capital expenditures. Expenditures made for property and equipment in fiscal 2005 and 2004 and for expected future capital expenditures include the upgrade and replacement of computer software and front-end merchandising systems, expansion of capacity to support the Company's growing business, continued improvements and modifications to the Company's owned headquarter buildings, the upgrade and digitalization of television production and transmission equipment and related computer equipment associated with the expansion of the Company's home shopping business and e-commerce initiatives. Historically, the Company has also used its cash resources for various strategic investments and for the repurchase of stock under the Company's stock repurchase program but is under no obligation to continue doing so if protection of liquidity is desired. The Company has the discretion in the future to reauthorize its stock repurchase program and make strategic investments as opportunities present themselves or when cash investments are determined to be beneficial to the long-term interests of its shareholders.

The Company ended October 29, 2005 with cash and cash equivalents and short-term investments of $75,762,000 and no long-term debt. The Company expects future growth in working capital as revenues grow beyond fiscal 2005 but expects cash generated from operations to partially offset the expected use. The Company believes its existing cash balances and its ability to raise additional financing will be sufficient to fund its obligations and commitments as they come due on a long-term basis as well as fund potential foreseeable contingencies. These estimates are subject to normal business risk factors as identified under "Risk Factors" in the Company's fiscal 2004 Annual Report on Form 10-K. In addition to these Risk Factors, a significant element of uncertainty in future cash flows arises from potential strategic investments the Company may make, which are inherently opportunistic and difficult to predict. The Company believes existing cash balances, its ability to raise financing and the ability to structure transactions in a manner reflective of capital availability will be sufficient to fund any investments while maintaining sufficient liquidity for its normal business operations.

Total assets at October 29, 2005 were $343,336,000, compared to $350,296,000 at January 31, 2005, a $6,960,000 decrease. Shareholders' equity was $197,988,000 at October 29, 2005, compared to $216,812,000 at January 31, 2005, an $18,825,000 decrease. The decrease in shareholders' equity for the nine month period ended October 29, 2005 resulted primarily from the net loss of $19,181,000 recorded during the nine month period and accretion on redeemable preferred stock of $215,000. These decreases were offset by increases in shareholders' equity of $426,000 from proceeds received related to the exercise of stock options and vesting of deferred compensation of $146,000.

For the nine month period ended October 29, 2005, net cash used for operating activities totaled $17,506,000 compared to net cash used for operating activities of $23,287,000 for the nine month period ended October 31, 2004. Net cash used for operating activities for the nine month periods ended October 29, 2005 and October 31, 2004 reflects the net loss, as adjusted for depreciation and

amortization, common stock issued to employees, amortization of deferred compensation, asset impairment charges, gain on sale of property and investments, equity in earnings of affiliates, a noncash tax benefit recorded in fiscal 2005 and a gain on the termination of a long-term lease associated with FanBuzz recorded in fiscal 2005. In addition, net cash used for operating activities for the nine months ended October 29, 2005 reflects primarily an increase in inventories, accounts receivable and prepaid expenses and other assets, offset by an increase in accounts payable and accrued liabilities. Inventories increased from year-end primarily in preparation for the fourth quarter holiday season and as a direct result of the Company's effort to diversify its product mix offerings and the timing of merchandise receipts. Accounts receivable increased primarily due to an increase in receivables from sales utilizing extended payment terms and the timing of customer collections under the "ValuePay" installment program. Prepaid expenses and other assets increased primarily as a result of an increase in deferred satellite rent and increases in prepaid insurance following the Company's annual insurance renewal. The increase in accounts payable and accrued expenses is a direct result of the increase in inventory levels and the timing of merchandise receipts. In addition, accounts payable and accrued expenses increased from year-end as a result of the timing of payments made for accrued cable access and marketing fees, the accrual recorded in connection with first quarter employee termination costs, offset by a decrease in accrued salaries and a decrease in amounts due to customers for returned merchandise.

Net cash provided by investing activities totaled $10,438,000 for the nine months ended October 29, 2005 compared to net cash used for investing activities of $33,300,000 for the nine months ended October 31, 2004. For the nine month periods ended October 29, 2005 and October 31, 2004, expenditures for property and equipment were $7,332,000 and $10,601,000, respectively. Expenditures for property and equipment during the periods ended October 29, 2005 and October 31, 2004 primarily include capital expenditures made for the upgrade and replacement of computer software and front-end ERP, customer care management and merchandising systems, related computer equipment, digital broadcasting equipment and other office equipment, warehouse equipment, production equipment and building improvements. Principal future capital expenditures are expected to include the upgrade and replacement of various enterprise software systems, continued improvements and modifications to the Company's owned headquarter buildings, the expansion of warehousing capacity, the upgrade and digitalization of television production and transmission equipment and related computer equipment associated with the expansion of the Company's home shopping business and e-commerce initiatives. In the nine months ended October 29, 2005, the Company invested $48,837,000 in various short-term investments, received proceeds of $66,257,000 from the sale of short-term investments and received proceeds of $350,000 from the sale of property and equipment in connection with the shut down of FanBuzz. In the nine months ended October 31, 2004, the Company invested $113,285,000 in various short-term investments, received proceeds of $88,986,000 from the sale of short-term investments and received proceeds of $1,600,000 in connection with a note receivable from a former officer.

Net cash used for financing activities totaled $337,000 for the nine months ended October 29, 2005 and related primarily to payments of long-term capital lease obligations of $738,000, offset by cash proceeds received of $401,000 from the exercise of stock options. Net cash provided by financing activities totaled $1,582,000 for the nine months ended October 31, 2004 and related primarily to cash proceeds received of $2,474,000 from the exercise of stock options, offset by payments of long-term capital lease obligations of $892,000.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not enter into financial instruments for trading or speculative purposes and does not currently utilize derivative financial instruments as a hedge to offset market risk. The Company has held certain equity investments in the form of common stock purchase warrants in public companies and accounted for these investments in accordance with the provisions of SFAS No. 133. The Company no longer has investments in the form of common stock purchase warrants. The operations of the Company are conducted primarily in the United States and as such are not subject to foreign currency exchange rate risk. However, some of the Company's products are sourced internationally and may fluctuate in cost as a result of foreign currency swings. The Company currently has no long-term debt, and accordingly, is not significantly exposed to interest rate risk, although changes in market interest rates do impact the level of interest income earned on the Company's substantial cash and short-term investment portfolio.

ITEM 4. CONTROLS AND PROCEDURES

DISCLOSURE CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company's management conducted an evaluation, under the supervision and with the participation of the Company's chief executive officer and chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, the officers concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's management, with the participation of the chief executive officer and chief financial officer, performed an evaluation as to whether any change in the internal controls over financial reporting (as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934) occurred during the period covered by this report. Based on that evaluation, the chief executive officer and chief financial officer concluded that no change occurred in the internal controls over financial reporting during the period covered by this report that materially affected, or were reasonably likely to materially affect, the internal controls over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

As previously described in our Quarterly Report on Form 10-Q for the quarter ended July 30, 2005, on July 7, 2004, the Company commenced legal proceedings against Navarre Corporation in state court in Minnesota seeking to enforce rights granted under a stock purchase agreement and conversion agreement entered in 1997 as an inducement to obtain the Company's investment in NetRadio Corporation. In the filings with the court, the Company contended that an event of default under the stock purchase agreement occurred when NetRadio ceased operations in October 2001, giving the Company a contractual right to obtain shares of Navarre stock or a cash payment from Navarre. After Navarre failed to deliver shares or cash after due demand in January 2002, the Company brought the litigation. In the lawsuit, the Company sought monetary damages, restitution, and specific performance or such other remedies as the court may order.

In September 2005, the presiding Judge ruled that there was no basis for Navarre's third-party claim alleging a breach of fiduciary duty by Gene McCaffery, the former Chief Executive Officer of the Company and a former director of NetRadio. Accordingly, the court granted Mr. McCaffery's motion for summary judgment dismissing all claims against Mr. McCaffery.

On November 15, 2005, the Company and Navarre agreed to settle the claims made by the Company against Navarre and the counterclaims made by Navarre against the Company. Under the tentative settlement agreement, Navarre will make a cash payment to the Company and will also enter into an airtime agreement with the Company whereby Navarre will purchase advertising time from the Company during 2006. The parties are negotiating the final details of the agreement, and until such time as those negotiations are successfully completed the dismissal of the litigation cannot be assured.

ITEM 5. OTHER INFORMATION

The Company, with the approval of the human resources and compensation committee of the Company's board of directors, recently determined that senior executives (below the chief executive officer level) will no longer be offered employment contracts or salary continuation agreements, and that instead these officers will be offered change of control and severance agreements, referred to herein as separation agreements, in the form filed as Exhibit 10 to this Quarterly Report on Form 10-Q. On December 7, 2005, the Company entered into separation agreements with each of Frank Elsenbast, the Company's vice president and chief financial officer, Karen Johnston, the Company's senior vice president
- merchandising, Nathan Fagre, the Company's senior vice president and general counsel, and Bryan Venberg, the Company's vice president of human resources.

The Company believes that this policy change benefits the Company by eliminating disparate, individually-negotiated employment contracts that must be renegotiated on a periodic basis, and generally reduces the potential severance benefits payable to senior executives in the early years of the fixed-term employment contracts previously used by the Company. The severance benefits in the separation agreements are also lower than the benefits contained in the salary continuation agreements previously offered to certain executives. The new agreements will also give the chief executive officer and the human resources and compensation committee greater flexibility in restructuring senior-level responsibilities without triggering a severance payment obligation. At the same time, the Company believes that by having a consistent separation agreement for senior executives, it will continue to be able to attract and retain qualified executives.

A summary of the separation agreements follows:

If the executive is removed from his or her duties without cause or resigns for good reason within 18 months following a change of control of the Company, the executive receives a pro rata portion of his or her bonus target amount for the fiscal year in which the removal or resignation occurred and the continuation of his or her base salary, auto allowance and medical and dental benefits for a 24-month severance period. The executive may elect to receive reimbursement for payments made under COBRA instead of or addition to continued medical or dental coverage.

If the executive is removed from his or her duties without cause or resigns for good reason in the absence of a change in control of the Company, the executive receives a pro rata portion of his or her bonus target amount adjusted for the actual bonus payouts made to

similarly situated executives in the fiscal year in which the removal or resignation occurred (so long as the removal or resignation occurred after the 180th day of the fiscal year) and the continuation of his or her base salary, auto allowance and medical and dental benefits for an 18-month severance period.

As a condition for an executive to receive the benefits of the separation agreement, he or she must agree to (i) sign a release of claims against the Company, (ii) not disclose confidential information, (iii) not compete with the Company or interfere with the Company's employment or business relationships during the severance period (or if there is no severance period, for 12 months following termination or resignation), (iv) provide advice to and consult with the Company during the severance period and (v) cooperate with respect to litigation during the severance period. The separation agreements have a term of three years.

ITEM 6. EXHIBITS

EXHIBIT NUMBER	EXHIBIT
3.1	Sixth Amended and Restated Articles of Incorporation, as Amended. (A)
3.2	Certificate of Designation of Series A Redeemable Convertible Preferred Stock.(B)
3.3	Articles of Merger. (C)
3.4	Bylaws, as amended. (A)
10	Form of Change of Control and Severance Agreement with Executive Officers * +
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.*
32.1	Section 1350 Certification of Chief Executive Officer.*
32.2	Section 1350 Certification of Chief Financial Officer.*

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* Filed herewith.

+ Management compensatory plan/arrangement.

(A) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-QSB for the quarter ended August 31, 1994, filed on September 13, 1994, File No. 0-20243.

(B) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated April 15, 1999, filed on April 29, 1999, File No. 0-20243.

(C) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated May 16, 2002, filed on May 17, 2002, File No. 0-20243.

SIGNATURES

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 thereunto duly authorized.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES

December 8, 2005

/s/ William J. Lansing

William J. Lansing
Chief Executive Officer, President and Director
(Principal Executive Officer)

December 8, 2005

/s/ Frank P. Elsenbast

Frank P. Elsenbast
Vice President Finance, Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT	FILED BY
3.1	Sixth Amended and Restated Articles of Incorporation, as Amended	Incorporated by reference
3.2	Certificate of Designation of Series A Redeemable Convertible Preferred Stock	Incorporated by reference
3.3	Articles of Merger	Incorporated by reference
3.4	Bylaws, as amended	Incorporated by reference
10	Form of Change of Control and Severance Agreement with Executive Officers	Filed herewith
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	Filed herewith
32.1	Section 1350 Certification of Chief Executive Officer	Filed herewith
32.2	Section 1350 Certification of Chief Financial Officer.	Filed herewith

EXHIBIT 10

STANDARD FORM OF CHANGE OF CONTROL AND SEVERANCE AGREEMENT

EXECUTIVE SEPARATION AGREEMENT

THIS AGREEMENT is made this ____ day of _______, 200_, between ValueVision Media, Inc., a Minnesota corporation ("the Company"), and ______________________ ("Executive").

WHEREAS, the Company employs Executive as a _________________________; and

WHEREAS, the Company wishes to provide Executive with certain benefits, and to receive from Executive certain agreements;

THEREFORE, the parties agree:

1. TERM. This Agreement shall be effective from the date written above until the third (3rd) anniversary of the date written above, except as noted below.

2. TERMINATION OF EMPLOYMENT.

a. Termination For Cause. The Company may terminate Executive's employment immediately for Cause. Cause shall mean: (i) a material act which results in, or is intended to result in, Executive's personal enrichment at the expense of the Company, including theft or embezzlement; (ii) public conduct by Executive detrimental to the reputation of the Company; (iii) material violation by Executive of any Company policy, regulation or practice, including but not limited to the Executive's willful or grossly negligent failure to adequately perform the duties of his or her position to the material detriment of the Company; (iv) conviction of, or a plea of guilty or no contest to, a felony; (v) a physical or mental condition which persists for more than ninety (90) days and which prevents Executive from performing the essential functions of his or her position with or without reasonable accommodation; or (vi) Executive's death.

b. Termination Without Cause. The Company may remove Executive from his or her duties, responsibilities or title without cause after fifteen (15) days' written notice, provided that the Company may relieve Executive of all duties during this 15-day period.

C. Resignation by Executive for Good Reason in the Absence of Change in Control.

Executive may resign from his or her employment for Good Reason in the absence of a Change in Control (as defined below) of the Company during the prior 18 months in the event that:

i. the Company substantially diminishes the duties, responsibilities or title of the Executive such that the position held by the Executive is no longer an officer-level position (as determined in the sole discretion of the Human Resources and Compensation Committee of the Company's Board of Directors); and

ii. the Company (A) materially breaches its obligations to pay Executive, unless the failure to pay is a result of a good faith dispute between the Company and the Executive; (B) reduces the overall compensation opportunity of Executive (unless as part of an across-the-board compensation opportunity reduction applicable on a similar basis to all similarly-situated Company executives, and provided that any such across-the-board reduction does not in the aggregate during the 18 months following the first such reduction exceed ten percent of Executive's overall compensation opportunity during the 12 months immediately preceding the date of the first such reduction); or (C) reduces the Executive's bonus opportunity or materially reduces other employee benefits made available to the Executive, in either case in a manner that singles out or uniquely affects Executive and is not part of a broader reduction, elimination, restructuring, reorganization, or other change in bonus objectives, bonus or compensation plans, and benefits made available to officers at the Company.

In order for these occurrences to constitute Good Reason, Executive must provide the Company written notice stating in detail the reason that Good Reason exists, and the Company shall have thirty (30) days following receipt of this notice to correct the occurrence. Only if the Company fails to correct the occurrence does Good Reason exist.

d. Resignation by Executive for Good Reason in the Event of Change in Control.

Executive may resign from his or her employment for Good Reason in the event that there is a Change in Control of the Company during the prior 18 months in the event that:

i. the Company substantially diminishes those duties, responsibilities or title of Executive set forth in Exhibit A to this Agreement;

ii. the Company materially breaches its obligations to pay Executive, or reduces the base salary, bonus opportunity or other benefits to Executive, unless (a) this reduction is part of an across-the-board compensation reduction applicable on the same basis to all similarly-situated executives of the Company, (b) such reductions or changes do not in the aggregate exceed ten percent of Executive's base salary and annual bonus opportunity during the 12 month period immediately preceding the reduction or change, or (c) the failure to pay is a result of a good faith dispute between the Company and Executive; or

iii. the Company requires Executive to be based at any office or location greater than fifty (50) miles from the location of Executive's primary current work location.

In order for these occurrences to constitute Good Reason, Executive must provide the Company written notice stating in detail the reason that Good Reason exists, and the Company shall have thirty (30) days following receipt of this notice to correct the occurrence. Only if the Company fails to correct the occurrence does Good Reason exist.

3. Change in Control. "Change in Control" means an "Event" or a "Fundamental Change", as defined in the Company's 2004 Omnibus Stock Plan (the "Plan"), as amended from time to time. The Plan is incorporated by reference herein.

4. Severance.

a. The Company shall not make any severance payments to Executive unless (i) Executive has signed a release of claims in the form set forth in Exhibit B to this Agreement; (ii) all applicable rescission periods have expired; and (iii) Executive complies with the terms of this Agreement while severance is payable.

b. In the event that Executive's employment is terminated for Cause pursuant to paragraph 2.a, or if Executive voluntarily terminates employment without Good Reason, the Company shall pay to Executive only base salary and auto allowance accrued as of the date on which Executive's employment terminates. For the avoidance of doubt, the parties agree that Executive will not be entitled to any bonus payment in the event of a termination under this paragraph 4.b.

c. Payments in a Non-Change in Control Case. In the event of removal without Cause pursuant to paragraph 2.b, or if Executive resigns from his

or her employment with Good Reason in the absence of a Change in Control within the prior 18 months pursuant to paragraph 2.c, in consideration and compensation for the non-compete obligations of the Executive under this Agreement, the Company shall continue Executive's employment for the Severance Period (as defined below) and shall pay or make available to Executive:

i. base salary and auto allowance for an additional eighteen (18) months from the date on which removal or resignation under paragraph 2.b or 2.c occurs (the "Severance Period"), such payments to be made in equal monthly installments according to the Company's regular payroll practices, and subject to applicable withholding;

ii. a pro-rata portion of the Executive's bonus opportunity for the fiscal year in which the removal or resignation under paragraph 2.b or 2.c occurred, adjusted to reflect the actual Company performance achieved for such fiscal year against company-wide performance targets for executives (to be calculated on the same basis as for bonuses paid to similarly-situated executives for such fiscal year), and if but only if such removal or resignation occurred after the 180th day of the fiscal year, and such bonus to be paid at the same time as bonus payments are made to other employees (in approximately April of each year); and

iii. continued coverage during the Severance Period for any medical or dental coverage which Executive had during employment.

d. Payments in a Change in Control Case. In the event of removal without Cause pursuant to paragraph 2.b, or if Executive resigns for Good Reason, no more than eighteen (18) months after a Change in Control pursuant to paragraph 2.d, in lieu of any payments otherwise due under Paragraph 4.c, and in consideration and compensation for the non-compete obligations of the Executive under this Agreement, the Company shall continue Executive's employment and shall pay or make available to Executive:

i. base salary and auto allowance for twenty-four (24) months from the date on which removal or resignation under paragraph 2.b or 2.c occurs (the "Extended Severance Period"), such payments to be made in equal monthly installments according to the Company's regular payroll practices, subject to applicable withholding;

ii. a pro-rata portion of Executive's bonus target amount for the fiscal year in which the removal or resignation under paragraph 2.b or

2.c occurs, and such bonus to be paid within thirty (30) days of the date of such removal or resignation; and

iii. continued coverage during the Extended Severance Period for any medical or dental coverage which Executive had during employment, and/or, at the Executive's discretion, reimbursement for all payments made by Executive during the Extended Severance Period under COBRA, including any necessary "gross up" for tax purposes.

e. Should Executive die or become disabled after removal or resignation pursuant to paragraph 2.b or 2.c, Executive's heirs or estate may continue receiving any remaining severance owed under paragraphs 4.c or 4.d.

f. During any Severance Period or Extended Severance Period, Executive shall remain an employee of the Company with only the duties and responsibilities set forth in paragraph 4.g below. Executive shall not accrue vacation time during any Severance Period or Extended Severance Period. Executive's employment with the Company shall end on the last day of the Severance Period or Extended Severance Period, as applicable.

g. During any Severance Period or Extended Severance Period, the Company may from time to time seek Executive's advice or consult with Executive, at reasonable times mutually agreed by the parties, with respect to matters that Executive handled or issues with which Executive has particular knowledge or expertise. In addition, during any Severance Period or Extended Severance Period, Executive shall reasonably cooperate with the Company with respect to all litigation, claims, proceedings, arbitrations or similar occurrences about which Executive has information and where Executive's services are required. Such cooperation may include, but not necessarily be limited to, Executive making himself or herself available for interviews, document reviews, reviewing and signing affidavits, giving depositions and testifying in court.

h. Notwithstanding any other provision of this Paragraph 4 to the contrary, if the aggregate "After Tax Amount" (as defined below) of the Payments in a Change in Control Case that would be payable to the Executive would otherwise exceed the "After Tax Floor Amount" (as defined below) then the aggregate amount of payments in a Change in Control Case under this Paragraph shall be reduced (but not below the "Floor Amount") to the largest amount that would both (i) not cause any additional tax liability to be payable by the Executive under Code Section 4999 and (ii) not cause such payments to become nondeductible by the Company by reason of Section 280G of the Code (or any successor provision). For purposes of this provision, the Executive shall be deemed to be subject to the highest

marginal rate of federal, state and local taxes excluding social security, Medicare and alternative minimum taxes.

"After Tax Amount" means the portion of a specified amount that would remain after payment of all federal, state and local taxes (excluding social security, Medicare and alternative minimum taxes) and the 20% excise tax payable by the Executive under Code Section 4999 on any excess parachute payment otherwise payable under this Paragraph.

"After Tax Floor Amount" means the after tax amount of the Floor Amount.

"Floor Amount" means the greatest pretax amount of severance compensation payable under subparagraph d of this Paragraph 4 that could be paid to the Executive without causing the Executive to become liable for the payment of excise taxes pursuant to Code Section 4999 as a result of such payments.

5. CONFIDENTIAL INFORMATION.

a. Executive acknowledges that much of the information to which he or she has had or will have access during employment is confidential and belongs to the Company. Confidential Information may include, but is not limited to, customer data or lists, vendor data or lists, the terms of contracts with employees or third parties, business plans, information about prospects or opportunities, software codes or development work, and financial information. Confidential Information does not include Executive's general business or marketing knowledge, or information which is publicly available by proper means.

b. All Confidential Information is the property of the Company, and Executive will not, at any time during or after employment, disclose to any unauthorized persons, or use for Executive's own benefit or the benefit of any third party, any of the Confidential Information without the Company's written consent. Executive will treat information as confidential if there is reason to believe that the Company considers it to be Confidential Information.

c. Executive agrees to deliver to the Company at the termination of employment all documents, video and audio tapes and all other materials, whether in electronic, written, photographic or video form, relating to the business of the Company. Executive will not keep a copy of any such information without the Company's written consent.

d. Executive will notify the Company immediately in the event that he or she is contacted by any third party, including but not limited to potential adverse parties, with regard to his activities on behalf of or knowledge of the Company.

6. INVENTIONS. Executive agrees that all inventions, innovations or improvements in the method of conducting the Company's business that are conceived or made by Executive belong to the Company. Executive will promptly disclose such inventions to the Company and perform all actions reasonably requested by the Company to protect those inventions. This agreement does not apply to any invention for which none of the Company's equipment, supplies, facility or trade secret information was used and which was developed entirely on Executive's own time, and (1) which does not relate (a) directly to the Company's business, or (b) to the Company's actual or demonstrably anticipated research or development, or (2) which does not result from any work that Executive performed for the Company.

7. NONCOMPETITION AND NONSOLICITATION.

a. Executive agrees that during his or her employment with the Company, and for the later of (i) twelve (12) months following the termination of that employment if Executive is not entitled to receive severance payments pursuant to this Agreement, or (ii) the last day of the Severance Period or Extended Severance Period if Executive is entitled to receive severance payments pursuant to this Agreement, Executive will not directly or indirectly own, manage, control, participate in, lend his or her name to, become an employee of, act as consultant or advisor to, or render services to, any competitor to the Company in the television home shopping business, the infomercial business, or any internet sites or catalog business that directly compete with the Company.

b. Executive agrees that during his or her employment with the Company, and for the later of (i) twelve (12) months following the termination of that employment if Executive is not entitled to receive severance payments pursuant to this Agreement, or (ii) the last day of the Severance Period or Extended Severance Period if Executive is entitled to receive severance payments pursuant to this Agreement, Executive will not hire or attempt to induce any employee of the Company to leave his or her employ, or in any other way interfere with the Company's employment relationships.

c. Executive agrees that during his or her employment with the Company, and for the later of (i) twelve (12) months following the termination of that employment if Executive is not entitled to receive severance payments pursuant to this Agreement, or (ii) the last day of the Severance Period or Extended Severance Period if Executive is entitled to

receive severance payments pursuant to this Agreement, Executive will not attempt to induce any customer, supplier, franchisee, licensee, or other business relation of the Company to cease doing business with the Company, or in any other way interfere with the Company's business relationships.

d. Executive agrees that in the event that he or she violates any of his obligations under this Paragraph that the Company will be irreparably injured and that monetary damages will be insufficient to address that injury. Accordingly, Executive agrees that the Company may obtain immediate injunctive relief to enjoin any future violations, in addition to any other remedies available at law.

8. TAXES. The Company may withhold from any amounts payable under this Agreement any federal, state or local taxes as are required to be withheld pursuant to law or regulation. In no event will Company indemnify Executive against any incremental tax liability incurred as a result of any compensation or benefit provided under this Agreement unless such indemnification is specifically stated within this Agreement.

9. TERMINATION OF EXISTING AGREEMENTS. Except for the Plan, the 2001 Omnibus Stock Plan, and any other written compensation plan or program, stock option agreement or restricted stock agreement, this Agreement supersedes all prior agreements between Executive and the Company; provided, however, that this Agreement shall not supersede any existing Salary Continuation Agreement between the Company and the Executive during the remaining term of such Salary Continuation Agreement (which shall not be renewed), and the terms and conditions of such Salary Continuation Agreement shall be controlling in all respects until the date of its termination according to its terms, and from and after such date, the terms and conditions of this Agreement shall apply.

10. ASSIGNMENT. The Company may assign its rights and obligations under this Agreement to a successor. Executive may not assign his or her rights and obligations under this Agreement without the written consent of the Company.

11. WAIVER. The failure of either party to insist upon performance of any provision of this Agreement does not waive that party's right to enforce the Agreement in the future.

12. ATTORNEY'S FEES FOLLOWING OR IN CONNECTION WITH A CHANGE IN CONTROL. In the event of any legal action in connection with this Agreement following or in connection with a Change in Control of the Company, the Company shall pay any and all of the reasonable attorney fees and costs of the Executive.

13. GOVERNING LAW AND VENUE. This Agreement shall be governed by the laws of Minnesota, and any disputes arising out of this Agreement shall be brought exclusively in either federal or state court in Hennepin County, Minnesota.

14. CONFORMANCE WITH SECTION 409A OF THE CODE. This Agreement is intended to satisfy the requirements of Section 409A(a)(2), (3) and (4) of the Internal Revenue Code of 1986, as amended ("Code") (including current and future guidance issued by the Department of Treasury or Internal Revenue Service). To the extent that any provision of this Agreement fails to satisfy those requirements, the provision shall automatically be modified in a manner that, in the good-faith opinion of the Company, brings the provisions into compliance with those requirements while preserving as closely as possible the original intent of the provision and this Agreement. Such modifications may include, but are not necessarily limited to, the following:

a. If the Executive is a "specified employee" under Section 409A(a)(2)(B) of the Code, then any payment under this Agreement that is treated as deferred compensation under Section 409A of the Code shall be deferred for six months following separation from service (without interest or earnings).

b. Any extension of the exercise period of any stock option shall be limited to that permitted under Section 409A of the Code if necessary to prevent such option from being deferred compensation under Section 409A of the Code.

The Company and the Executive agree to execute a revised Agreement if and to the extent necessary to satisfy the form requirements of Section 409A of the Code.

COMPANY:	VALUEVISION MEDIA, INC.
	By: ________________________________
	Its: _____________
EXECUTIVE:	____________________________________

***[EXECUTIVE NAME]**

EXHIBIT A

JOB DESCRIPTION

Title:

Duties & Responsibilities:

EXHIBIT B

FORM OF MUTUAL WAIVER AND RELEASE

THIS MUTUAL WAIVER AND RELEASE (this "Waiver and Release") is entered into by and between ValueVision Media, Inc., a Minnesota corporation (the "Company") and _____________(the "Executive") pursuant to that certain Executive Agreement executed by and between the Company and the Executive on the ___ day of ________, 200_ (the "Executive Agreement"). The Company and the Executive hereby agree knowingly and voluntarily as follows:

1. In consideration of the mutual release given by paragraph 3 below and of the payments and benefits pursuant to the Executive Agreement (the "Benefits"), which Executive acknowledges are consideration for this Waiver and Release to which the Executive would not otherwise be entitled and are in lieu of any rights or claims that the Executive may have with respect to separation or severance benefits or other remuneration from the Company or its affiliates; and after the opportunity to consult legal counsel; the Executive hereby for him or herself, and his or her heirs, agents, executors, successors, assigns and administrators (collectively, "Related Parties"), forever releases, remises, and discharges, in all their capacities, the Company and all of its affiliates or subsidiaries, and any of their present or former directors, employees, fiduciaries, representatives, officers and agents, successors and assigns (collectively, the "Releasees") individually and in their official capacities, of and from all covenants, obligations, liabilities and agreements, and forever waives all claims, rights and causes of action whatsoever, in law or in equity, whether known or unknown, asserted or unasserted, suspected or unsuspected, that the Executive or any Related Parties ever had, may have in the future or have now; including, without limitation, any claims, rights and causes of action under United States federal, state or local law, regulation or decision, and the national or local law (statutory or decisional) of any foreign country, including, without limitation, those under the Age Discrimination in Employment Act, as amended 29 U.S.C. Sections 621 et. seq., the Older Workers Benefit Protection Act, 29 U.S.C. Section 626

2. (f)(1), Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Americans with Disabilities Act, 42 U.S.C. Sections 12101-12213, the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the Family and Medical Leave Act of 1993, the Fair Labor Standards Act, the Minnesota Human Rights Act, and any other similar or related law, regulation or decision relating to or dealing with discrimination including, without limitation, any claims, rights or causes of action for punitive damages, attorney's fees, expenses and costs of litigation. Notwithstanding the foregoing, the Executive and Related Parties do not release or waive any right or claim (i) the Executive and Related Parties may have for non-payment of the Benefits or pursuant to any written stock option agreement or restricted stock agreement between the Company and the Executive; (ii) under ERISA to obtain post-employment payments and benefits under any employee benefit plan (as defined in ERISA); (iii) for indemnification under any agreement with or policy of the Company or its affiliates relating to indemnification of directors or officers or under any provision of the Company's articles or by-laws relating to indemnification of directors or officers; (iv) under any policy of directors' or officers' liability insurance; (v) that arises against the Company after the date of this Waiver and Release; and (vi) to obtain contribution as permitted by law in the event of entry of judgment against the Executive and the Company as a result of any act or failure to act for which the Executive and the Company are jointly liable.

3. The Executive represents that he or she has not filed any claim against the Company relating to his or her employment and/or cessation of employment with the Company, or otherwise involving facts that occurred on or prior to the date that Executive has signed this Waiver and Release except as permitted under paragraph 1 hereof.

4. In consideration for the Executive's release and waiver of claims herein and other good and valuable consideration, the Company, on behalf of itself and the Releasees, forever releases, remises and discharges, in all their capacities, the Executive and the Related Parties, individually and in their official capacities, of and from all covenants, obligations, liabilities and agreements, and forever waives all claims,

rights and causes of action whatsoever, in law or in equity, whether known or unknown, asserted or unasserted, suspected or unsuspected, that the Company or any of the Releasees ever had, may have in the future or have now; including, without limitation, any claims, rights and causes of action under United States federal, state or local law, regulation or decision, and the national or local law (statutory or decisional) of any foreign country. Notwithstanding the foregoing, the Company and the Releasees do not release or waive (i) any right or claim that arises against the Executive after the date of this Waiver and Release, (ii) any claim against the Executive based on intentional misconduct, fraud, misappropriation or gross neglect, (iii) any right the Company and the Releasees may have to obtain contribution as permitted by law in the event of entry of judgment against the Executive and the Company as a result of any act or failure to act for which the Executive and the Company are jointly liable, or
(iv) any right the Company may have under the Executive Agreement.

5. The Executive and the Company understand and agree that the payments by the Company to the Executive and the signing of this Waiver and Release by the Executive and the Company do not in any way indicate that the Executive or the Company has any viable claims against the other or that the Executive or the Company admits any liability whatsoever to the other under such claims. This agreement contains a release of certain legal rights which Executive may have under the Age Discrimination in Employment Act and the Minnesota Human Rights Act. The Executive affirms that, prior to the execution of this Waiver and Release, the Company has advised him or her to consult with an attorney of the Executive's choice concerning the terms and conditions set forth herein, that the Executive has had an opportunity to ask any questions he or she might have about this Wavier and Release, and that the Executive has twenty-one (21) days following the Executive's signing of this Waiver and Release to consider this Waiver and Release and its consequences and to revoke and cancel the terms and conditions contained herein, and the terms and conditions of this Waiver and Release shall not become effective or enforceable until such revocation period has expired. The Executive acknowledges that the Benefits will not be paid or provided, and the Company's release in paragraph 3 above will not be effective, if he or she revokes this

6. Waiver and Release. After Executive has accepted this agreement by signing it, he or she may revoke his or her acceptance for a period of fifteen
(15) days after the date he or she signed this agreement. This agreement will not be effective, and severance payments will not be made, until this fifteen
(15) day revocation period has expired. If Executive wishes to revoke his or her acceptance of this agreement, he or she must notify the Company in writing within the fifteen (15) day revocation period. Such notice must be delivered to the Company in person or mailed by certified mail, return receipt requested, to:
General Counsel ShopNBC / ValueVision Media, Inc., 6740 Shady Oak Road, Eden Prairie, MN 55344 If Executive fails to properly deliver or mail such written revocation as instructed, the revocation will not be effective.

IN WITNESS WHEREOF, the parties hereto have executed this Waiver and Release this ___ day of _________.

EXECUTIVE:

By: ________________________________

Name: ______________________________

COMPANY:

VALUEVISION MEDIA, INC.

By: ________________________________

Name: __________________________

Title: _________________________

EXHIBIT 31.1

CERTIFICATION

I, William J. Lansing, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueVision Media, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ WILLIAM J. LANSING

William J. Lansing
Chief Executive Officer and President
(Principal Executive Officer)

December 8, 2005

EXHIBIT 31.2

CERTIFICATION

I, Frank P. Elsenbast, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueVision Media, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ FRANK P. ELSENBAST

Frank P. Elsenbast
Vice President Finance, Chief Financial Officer
(Principal Financial Officer)

December 8, 2005

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, William J. Lansing, Chief Executive Officer of ValueVision Media, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Quarterly Report on Form 10-Q of the Company for the period ended October 29, 2005 (the "Report") fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WILLIAM J. LANSING

William J. Lansing
Chief Executive Officer and President
(Principal Executive Officer)

December 8, 2005

EXHIBIT 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Frank P. Elsenbast, Chief Financial Officer of ValueVision Media, Inc. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

1. The Quarterly Report on Form 10-Q of the Company for the period ended October 29, 2005 (the "Report") fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ FRANK P. ELSENBAST

Frank P. Elsenbast
Vice President Finance, Chief Financial Officer
(Principal Financial Officer)

December 8, 2005