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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

September 29, 2008

ValueVision Media, Inc.

(Exact name of registrant as specified in its charter)

Minnesota

0-20243

41-1673770

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

6740 Shady Oak Road, Eden Prairie,  
Minnesota

55344-3433

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-943-6000

Not Applicable

Former name or former address, if changed since last report

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 29, 2008, we appointed Joseph F. Berardino to our board of directors. Mr. Berardino is the former chairman of the board of directors and chief executive officer of Profectus BioSciences, Inc. Mr. Berardino also served as the vice-chairman and former chief executive officer of Andersen Worldwide. Mr. Berardino will join the compensation committee, the audit committee and the special committee of our board of directors. The special committee consists of independent directors reviewing strategic alternatives to maximize shareholder value.

In connection with his appointment to the board, we granted Mr. Berardino options to purchase 30,000 shares of our common stock at an exercise price of \$1.77 per share; the options vest immediately and have a term of 10 years from the date of grant. We also gave Mr. Berardino a grant of 5,590 shares of restricted stock which vests on the day prior to our next annual shareholders meeting, currently scheduled to be held on June 11, 2009. Mr. Berardino also will participate in our standard director compensation arrangements, which includes \$25,000 per month for a three month period for service on the special committee in addition to the standard retainer for service on the board and the audit committee.

A copy of the press release announcing Mr. Berardino's appointment is included as Exhibit 99 hereto.

With the addition of Mr. Berardino to the Board of Directors and the appointment of John Buck as chief executive officer, which was disclosed previously in a report on Form 8-K on August 26, 2008, the Board on October 3, 2008, approved changes to committee assignments. The audit committee now consists of Robert Korkowski (Chairman), Joseph Berardino and Douglas Holloway. Members of the human resources and compensation committee are Joseph Berardino (Chairman), Robert Korkowski and George Vandeman. Members of the corporate governance and nominating committee are George Vandeman (Chairman), Robert Korkowski and Douglas Holloway. The special committee consists of George Vandeman (chairman), Robert Korkowski and Joseph Berardino.

**Item 9.01 Financial Statements and Exhibits.**

Press Release dated September 29, 2008.

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**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 hereunto duly authorized.

*October 3, 2008*

ValueVision Media, Inc.

By: */s/ Nathan E. Fagre*

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*Name: Nathan E. Fagre*

*Title: SVP and General Counsel*

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99	Press Release dated September 29, 2008.

## **Joseph F. Berardino Joins ShopNBC Board of Directors**

**Minneapolis, MN –September 29, 2008:** ShopNBC (Nasdaq:VVTV), a 24-hour TV shopping network, today announced the appointment of Joseph F. Berardino, former Chairman and CEO of Profectus BioSciences and previously CEO of Andersen Worldwide, to its Board of Directors. Effective October 1, 2008, Mr. Berardino will be a Managing Director at Alvarez & Marsal, a global professional services firm specializing in performance improvement, turnaround management and business advisory services.

As part of his appointment to the Board of Directors at ShopNBC, Mr. Berardino will join the Board's special committee of independent directors, which is reviewing strategic alternatives to maximize the Company's stockholder value. The special committee consists of three independent directors including George A. Vandeman, who is serving as its Chairman, Robert J. Korkowski, and Mr. Berardino. Mr. Berardino also will join the Board's Human Resources and Compensation Committees.

"We are pleased to welcome Joe to our Board and look forward to benefiting from his insights and guidance," said ShopNBC Chairman and CEO John Buck. "Joe's in-depth knowledge of finance, strong commitment to corporate governance, and track record for improving shareholder value will be invaluable for our company."

Prior to joining Alvarez & Marsal, Mr. Berardino was Chairman of the Board of Directors and Chief Executive Officer of Profectus BioSciences, a biotechnology company. He previously served as Vice-Chairman of Sciens Capital Management, a New York-based alternative asset management firm with assets under management exceeding \$650 million. Before Sciens, Mr. Berardino was Chief Executive Officer of Andersen Worldwide, a global accounting and consulting firm. Mr. Berardino is the Chairman of the Finance Committee for the Board of Trustees for Fairfield University and non-executive director for Profectus.

Mr. Berardino remarked: "ShopNBC is the premier lifestyle brand in TV shopping today. I am excited to be part of this dynamic company and look forward to working with John and the Board."

Mr. Berardino received his Bachelor of Science in Accounting from Fairfield University in 1972 and received its Beta Alpha Sigma award in 2001. Also in 2001, the University of the East (Philippines) awarded to him a Doctor of Law, Honoris Causa. He has been a Certified Public Accountant since 1975.

### **About ShopNBC**

ShopNBC is a direct-to-consumer, multimedia shopping destination for little luxuries and fashion must-haves. The shopping network reaches 70 million homes in the United States via cable affiliates and satellite: DISH Network channel 228 and DIRECTV channel 316. ShopNBC.com is recognized as a top e-commerce site. ShopNBC is owned and operated by ValueVision Media (Nasdaq: VVTV). For more information, please visit [www.ShopNBC.com](http://www.ShopNBC.com).

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#### **Contacts:**

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