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 April 30, 2004

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, Minneapolis, 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 [ ]

As of June 7, 2004, there were 36,687,044 shares of the Registrant's common stock, $.01 par value per share, outstanding.

FORM 10-Q TABLE OF CONTENTS
APRIL 30, 2004

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)

	APRIL 30, 2004 (UNAUDITED)	JANUARY 31, 2004
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 36,462	$ 81,033
Short-term investments	89,512	46,148
Accounts receivable, net	68,041	71,166
Inventories	65,713	67,620
Prepaid expenses and other	6,355	5,017
Total current assets	266,083	270,984
PROPERTY & EQUIPMENT, NET	53,911	54,511
FCC BROADCASTING LICENSE	31,943	31,943
NBC TRADEMARK LICENSE AGREEMENT, NET	21,107	21,914
CABLE DISTRIBUTION AND MARKETING AGREEMENT, NET	4,222	4,445
GOODWILL	9,442	9,442
OTHER INTANGIBLE ASSETS, NET	544	661
INVESTMENTS AND OTHER ASSETS, NET	2,500	2,691
	$ 389,752	$ 396,591
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 50,325	$ 51,482
Accrued liabilities	34,222	33,267
Income tax payable	57	88
Total current liabilities	84,604	84,837
LONG-TERM CAPITAL LEASE OBLIGATIONS	1,830	2,002
SERIES A REDEEMABLE CONVERTIBLE PREFERRED STOCK, $.01 PER SHARE PAR VALUE, 5,339,500 SHARES AUTHORIZED; 5,339,500 SHARES ISSUED AND OUTSTANDING	42,816	42,745
SHAREHOLDERS' EQUITY:		
Common stock, $.01 per share par value, 100,000,000 shares authorized; 36,788,528 and 36,487,821 shares issued and outstanding	368	365
Warrants to purchase 8,035,343 and 8,235,343 shares of common stock	46,683	47,638
Additional paid-in capital	248,427	246,143
Deferred compensation	(565)	(646)
Note receivable from former officer	(4,173)	(4,158)
Accumulated deficit	(30,238)	(22,335)
Total shareholders' equity	260,502	267,007
	$ 389,752	$ 396,591

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 MONTHS ENDED APRIL 30,	
	2004	2003
NET SALES	$ 159,197	$ 143,475
COST OF SALES	106,113	90,386
Gross profit	53,084	53,089
OPERATING (INCOME) EXPENSE:		
Distribution and selling	50,802	47,677
General and administrative	5,675	5,398
Depreciation and amortization	4,784	4,253
Gain on sale of television stations	--	(4,417)
Total operating (income) expense	61,261	52,911
OPERATING INCOME (LOSS)	(8,177)	178
OTHER INCOME:		
Interest income	274	354
Total other income	274	354
INCOME (LOSS) BEFORE INCOME TAXES	(7,903)	532
Income tax provision	--	--
NET INCOME (LOSS)	(7,903)	532
Accretion of redeemable preferred stock	(71)	(71)
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	$ (7,974)	$ 461
NET INCOME (LOSS) PER COMMON SHARE	$ (0.22)	$ 0.01
NET INCOME (LOSS) PER COMMON SHARE - ASSUMING DILUTION	$ (0.22)	$ 0.01
Weighted average number of common shares outstanding:		
Basic	36,640,477	35,981,187
Diluted	36,640,477	42,500,565

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 THREE MONTHS ENDED APRIL 30, 2004
(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	NOTE RECEIVABLE FROM FORMER OFFICER
BALANCE, JANUARY 31, 2004		36,487,821	$365	$47,638	$ 246,143	$ (646)	$ (4,158)
Net loss	$(7,903)	--	--	--	--	--	--
Increase in note receivable from former officer		--	--	--	--	--	(15)
Exercise of stock options and common stock issuances		199,198	2	--	1,400	--	--
Exercise of stock purchase warrants		101,509	1	(955)	955	--	--
Amortization of deferred compensation		--	--	--	--	81	--
Accretion on redeemable preferred stock		--	--	--	(71)	--	--
BALANCE, APRIL 30, 2004		36,788,528	$368	$46,683	$ 248,427	$ (565)	$ (4,173)

	ACCUMULATED DEFICIT	TOTAL SHAREHOLDERS' EQUITY
BALANCE, JANUARY 31, 2004	$ (22,335)	$ 267,007
Net loss	(7,903)	(7,903)
Increase in note receivable from former officer	--	(15)
Exercise of stock options and common stock issuances	--	1,402
Exercise of stock purchase warrants	--	1
Amortization of deferred compensation	--	81
Accretion on redeemable preferred stock	--	(71)
BALANCE, APRIL 30, 2004	$ (30,238)	$ 260,502

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 THREE MONTHS ENDED APRIL 30, 2004	2003
OPERATING ACTIVITIES:		
Net income (loss)	$ (7,903)	$ 532
Adjustments to reconcile net income (loss) to net cash provided by operating activities-		
Depreciation and amortization	4,784	4,253
Common stock issued to employees	7	4
Amortization of deferred compensation	81	124
Gain on sale of television stations	--	(4,417)
Changes in operating assets and liabilities, net of businesses acquired:		
Accounts receivable, net	3,125	16,093
Inventories	1,906	1,899
Prepaid expenses and other	(1,346)	845
Accounts payable and accrued liabilities	(51)	(1,120)
Income taxes payable	(31)	(150)
Net cash provided by operating activities	572	18,063
INVESTING ACTIVITIES:		
Property and equipment additions	(2,837)	(13,863)
Purchase of short-term investments	(68,538)	(28,316)
Proceeds from sale of short-term investments	25,173	78,526
Acquisition of television station WWDP TV-46, net of cash acquired	--	(33,466)
Proceeds from sale of television stations	--	5,000
Net cash provided by (used for) investing activities	(46,202)	7,881
FINANCING ACTIVITIES:		
Payments for repurchases of common stock	--	(6,195)
Proceeds from exercise of stock options and warrants	1,395	237
Payment of long-term obligation	(336)	(346)
Net cash provided by (used for) financing activities	1,059	(6,304)
Net increase (decrease) in cash and cash equivalents	(44,571)	19,640
BEGINNING CASH AND CASH EQUIVALENTS	81,033	55,109
ENDING CASH AND CASH EQUIVALENTS	$ 36,462	$ 74,749
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 53	$ 54
Income taxes paid	$ 31	$ 150
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Exercise of common stock purchase warrants	$ 955	$ --
Restricted stock award	$ --	$ 1,491
Liabilities assumed from acquisitions	$ --	$ 105
Accretion of redeemable preferred stock	$ 71	$ 71

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

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2004
(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. 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 personalities 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 growing 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, ValueVision Interactive, Inc. maintains the ShopNBC.com website and manages the Company's Internet e-commerce initiatives. 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"), the NBC Experience Store in New York City and direct to consumer products sold on NBC's website, fulfillment of non-jewelry merchandise sold on the Company's television home shopping program and Internet website and fulfillment to its FanBuzz, Inc. subsidiary. Through its wholly owned subsidiary, FanBuzz, Inc. ("FanBuzz"), the Company also provides e-commerce and fulfillment solutions to some of the most recognized sports, media and other well-known entertainment and retail companies.

(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 2003 Annual Report on Form 10-K. Operating results for the three-month period ended April 30, 2004 are not necessarily indicative of the results that may be expected for the fiscal year ending January 31, 2005.

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. The accompanying condensed consolidated results of operations for the three months ended April 30, 2003 include the operations of television station WWDP TV-46 as of the effective date of its acquisition, April 1, 2003.

(3) STOCK-BASED COMPENSATION

At April 30, 2004, the Company had a number of stock-based compensation plans. The Company accounts for these plans under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based employee compensation cost is reflected in net income (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 income (loss) and net income (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" ("SFAS No. 123"), to stock-based employee compensation:

	THREE MONTHS ENDED APRIL 30,	
	2004	2003
Net income (loss) available to common shareholders:		
As reported	$ (7,974,000)	$ 461,000
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(2,302,000)	(2,038,000)
Pro forma	$ (10,276,000)	$ (1,577,000)
Net income (loss) per share:		
Basic:		
As reported	$ (0.22)	$ 0.01
Pro forma	(0.28)	(0.04)
Diluted:		
As reported	$ (0.22)	$ 0.01
Pro forma	(0.28)	(0.04)

(4) NET INCOME (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 MONTHS ENDED APRIL 30,	
	2004	2003
Net income (loss) available to common shareholders	$ (7,974,000)	$ 461,000
Weighted average number of common shares outstanding - Basic	36,640,000	35,981,000
Dilutive effect of convertible preferred stock	--	5,340,000
Dilutive effect of stock options and warrants	--	1,180,000
Weighted average number of common shares outstanding - Diluted	36,640,000	42,501,000
Net income (loss) per common share	$ (0.22)	$ 0.01
Net income (loss) per common share-assuming dilution	$ (0.22)	$ 0.01

In accordance with SFAS No. 128, for the three months ended April 30, 2004 approximately 6,796,000 in-the-money potentially dilutive common shares have been excluded from the computation of diluted earnings per share, as the effect of their inclusion would be antidilutive.

(5) COMPREHENSIVE INCOME (LOSS)

The Company reports comprehensive income (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 income includes net income (loss) and other comprehensive income
(loss), which consists of unrealized holding gains and losses from equity investments classified as "available-for-sale". Total comprehensive income
(loss) was $(7,903,000) and $816,000 for the three months ended April 30, 2004 and 2003, respectively. As of January 31, 2004, the Company no longer has 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 business units 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, 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 months ended April 30, 2004 and 2003 are as follows:

THREE MONTHS ENDED APRIL 30 (IN THOUSANDS)	ELECTRONIC MEDIA	ALL OTHER (a)	CORPORATE	TOTAL
2004				
Revenues	$ 151,127	$ 8,070	$ --	$ 159,197
Operating loss	(7,408)	(769)	--	(8,177)
Depreciation and amortization	4,277	507	--	4,784
Interest income (expense)	299	(25)	--	274
Income taxes	--	--	--	--
Net loss	(6,739)	(1,164)	--	(7,903)
Identifiable assets	360,710	29,042	--	389,752
2003				
Revenues	$ 137,120	$ 6,355	$ --	$ 143,475
Operating income (loss)	1,022	(844)	--	178
Depreciation and amortization	3,663	590	--	4,253
Interest income (expense)	396	(42)	--	354
Income taxes	--	--	--	--
Net income (loss)	1,540	(1,008)	--	532
Identifiable assets	354,455	38,398	6,996(b)	399,849

(a) Revenue from segments below quantitative thresholds are attributable to FanBuzz, which provides e-commerce and fulfillment solutions to sports, media and entertainment companies and VVIFC, which provides fulfillment, warehousing and telemarketing services primarily to RLM, the Company and the NBC Experience Store.

(b) Corporate assets consist of long-term investments not directly assignable to a business segment.

(7) EQUITY INVESTMENTS

As of April 30, 2004 and 2003, the Company had equity investments totaling approximately $-0- and $6,996,000, respectively. At April 30, 2003, investments in the accompanying condensed consolidated balance sheets included approximately $4,985,000 related to equity investments made in companies whose shares are traded on a public exchange. These investments were sold by the Company in fiscal 2003. Investments in common stock are classified as "available-for-sale" investments and are accounted for under the provisions of Statement of Financial Accounting Standards No. 115, "Accounting for Certain Investments in Debt and Equity Securities" ("SFAS No. 115"). Investments held in the form of stock purchase warrants are accounted for under the provisions of Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS No. 133"). In addition, investments at April 30, 2003 included certain other nonmarketable equity investments in private and other enterprises totaling approximately $2,011,000 which were carried at the lower of cost or net realizable value. These investments were subsequently written off during fiscal 2003.

The Company evaluates the carrying values of its other investments by using recent financing and securities transactions, present value and other pricing models, as well as by evaluating available information on financial condition, liquidity prospects, cash flow forecasts and comparing operating results to plan. Impairment losses are recorded if events or circumstances indicate that such investments may be impaired and the decline in value is other than temporary.

(8) RELATED PARTY TRANSACTION

At April 30, 2004, the Company held a note receivable totaling $4,173,000, including interest (the "Note"), from its former chief executive officer for a loan made in 2000 under the officer's employment agreement. The Note is reflected as a reduction of shareholders' equity in the accompanying condensed consolidated balance sheet and is collateralized by a security interest in vested stock options and in shares of the Company's common stock to be acquired by the former officer upon the exercise of such vested stock options.

(9) 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 so long as the recipient is still employed with the Company. 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.

(10) COMMON STOCK REPURCHASE PROGRAM

In the second quarter of fiscal 2001, the Company's Board of Directors authorized a $25 million common stock repurchase program whereby the Company may repurchase shares of its common stock in the open market and through negotiated transactions, at prices and times deemed to be beneficial to the long-term interests of shareholders and the Company. In the second quarter of fiscal 2002, the Company's Board of Directors authorized the repurchase of an additional $25 million of the Company's common stock. In November 2002, the Company's Board of Directors authorized an additional $25 million for repurchases of the Company's common stock pursuant to its common stock repurchase program. The repurchase program is subject to applicable securities laws and may be discontinued at any time without any obligation or commitment by the Company to repurchase all or any portion of the shares covered by the authorization. As of April 30, 2004, the Company had repurchased a total of 3,820,000 shares of its common stock under its stock repurchase programs for a total net cost of $54,322,000 at an average price of $14.22 per share. The Company did not repurchase any shares under its repurchase program during the quarter ended April 30, 2004. During the quarter ended April 30, 2003, the Company had repurchased 567,000 shares of its common stock at an average price of approximately $10.90 per share.

(11) ACQUISITIONS AND DISPOSITIONS

On January 15, 2003, the Company announced that it entered into an agreement with Norwell Television LLC to acquire full power television station WWDP TV-46 in Boston, which reached approximately 1.8 million cable households. The deal closed in the first quarter of fiscal 2003 on April 1, following FCC approval. The Company made the investment in television station WWDP TV-46 in order to build a long-term and cost effective distribution strategy in the Boston, Massachusetts area. The purchase price of the acquisition was $33,617,000, including professional fees, and has been accounted for using the purchase method of accounting as stipulated by Statement of Financial Accounting Standards No. 141, "Business Combinations" ("SFAS No. 141"). The results of operations of the acquired television station have been included in the accompanying condensed consolidated financial statements from April 1, 2003, the date of acquisition. Pro-forma results of the Company, assuming the acquisition had been made at the beginning of each period presented, would not be materially different from the results reported.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed from television station WWDP TV-46 on the date of acquisition:

Current assets	$ 176,000
Property and equipment	1,598,000
Other assets	5,000
FCC broadcasting license	31,943,000
Total assets acquired	33,722,000
Current liabilities	105,000
Net assets acquired	$ 33,617,000

The Company assigned $31,943,000 of the total acquisition price to television station WWDP TV-46's Federal Communication Commission ("FCC") broadcasting license, which is not subject to amortization as a result of its indefinite useful life. The Company tests the FCC license asset for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired.

In February 2003, the Company entered into an agreement to purchase property and two commercial buildings occupying approximately 209,000 square feet in Eden Prairie, Minnesota for approximately $11,300,000. One building purchased is where the Company currently maintains its corporate administrative, television production and jewelry distribution operations. Included, as part of the acquisition, was a second building of approximately 70,000 square feet of commercial space, which the Company utilizes for additional office space. As a result of this acquisition, the Company's long-term property lease on this space was terminated.

In February 2003, the Company completed the sale of ten of its eleven LPTV stations for a total of $5,000,000. The Company recorded a pre-tax operating gain on the sale of these LPTV stations of $4,417,000 in the first quarter of fiscal 2003. Management believes that the sale of these stations will not have a significant impact on the ongoing operations of the Company.

(12) GOODWILL AND OTHER INTANGIBLE ASSETS

In June 2001, the FASB issued SFAS No. 142, "Goodwill and Other Intangible Assets," 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 has been recorded by the Company as a result of the acquisition of FanBuzz in the first quarter of fiscal 2002.

Changes in the carrying amount of goodwill for the three-month periods ended April 30 are as follows:

	2004	2003
Beginning balance................................	$ 9,442,000	$ 9,442,000
Goodwill acquired during the period.............	--	--
Impairment losses...............................	--	--
	--	--
Ending balance..................................	$ 9,442,000	$ 9,442,000

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

		APRIL 30, 2004		JANUARY 31, 2004	
	AVERAGE LIFE (YEARS)	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION	GROSS CARRYING AMOUNT	ACCUMULATED AMORTIZATION
Amortized intangible assets:					
Website address..........	3	$ 1,000,000	$ (694,000)	$ 1,000,000	$ (611,000)
Partnership contracts....	2	280,000	(280,000)	280,000	(280,000)
Non-compete agreements...	3	230,000	(160,000)	230,000	(141,000)
Favorable lease contracts	13	200,000	(32,000)	200,000	(28,000)
Other...................	2	290,000	(290,000)	290,000	(279,000)
Total.................		$ 2,000,000	$(1,456,000)	$ 2,000,000	$(1,339,000)
Unamortized intangible assets:					
FCC broadcast license....		$31,943,000		$31,943,000	

Amortization expense for intangible assets for the three months ended April 30, 2004 and 2003 was $117,000 and $178,000, respectively. Estimated amortization expense for fiscal 2004 and the succeeding five fiscal years is as follows: $436,000 in fiscal 2004, $84,000 in fiscal 2005, $15,000 in fiscal 2006, $15,000 in fiscal 2007, $15,000 in fiscal 2008 and $15,000 in fiscal 2009.

(13) RECENTLY ISSUED ACCOUNTING PRONOUNCEMENT

In December 2003, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 46R, "Consolidation of Variable Interest Entities" ("FIN 46R"), which served to clarify guidance in Financial Interpretation No. 46 ("FIN 46"), and provided additional guidance surrounding the application of FIN 46. The Company adopted the provisions of FIN 46R related to non-special purpose entities in the first quarter of fiscal 2004, which did not have an impact on the Company's financial statements.

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, 2004.

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. The Company's principal lines of business are television home shopping, Internet e-commerce, vendor programming sales and fulfillment services and outsourced e-commerce and fulfillment solutions. The Company's principal electronic media activity is its television home shopping business, ShopNBC, and companion Internet shopping website, ShopNBC.com, which sell 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, electronics, giftware, collectibles, apparel, health and beauty aids, housewares, fitness products, seasonal items and other merchandise. Jewelry represents the network's largest single category of merchandise, representing 65% of television home shopping net sales in the first quarter of fiscal 2004 and 68% of television home shopping net sales in the first quarter of fiscal 2003. After jewelry, the second largest product category of merchandise sold is computers and electronics, representing 14% of television home shopping net sales in the first quarter of fiscal 2004 and 15% of television home shopping net sales in the first quarter of fiscal 2003. Product diversification, to appeal to a broader segment of potential customers, 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 electronic categories to supplement the existing jewelry and computer and electronics business. The Company continues to make progress on its strategic objective of diversifying the merchandise mix offered to consumers during fiscal 2004 growing product categories outside of jewelry and computers & electronics in the first quarter from 17% to 21% of total television home shopping and Internet sales as compared to the first quarter of fiscal 2003. The Company believes that its customers are primarily women between the ages of 35 and 65 with annual household incomes between $50,000 and $75,000 and believes its customers make purchases based primarily on convenience, value and quality of merchandise.

Company 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 equity implicit in the NBC name and associated peacock symbol to achieve greater brand recognition; (ii) diversify the types of products offered for sale; (iii) increase program distribution in the United States via new or expanded broadcast agreements with cable and satellite operators and other creative means; (iv) increase average net sales per home by increasing penetration within the existing audience base and by attracting new customers through a broadening of our merchandise mix, lowering of average price points and targeted marketing efforts; (v) continue to grow the Company's profitable Internet business; (vi) upgrade the overall quality of the Company's network, programming and customer support infrastructure; and (vii) leverage the service expertise implicit in the Company's existing production, broadcasting, distribution and customer care capacities to support its strategic partners.

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 is embarking on a series of new investment initiatives intended to sustain double-digit sales growth that will require 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 these new spending 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.

Company's 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 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 marketing and distribution resources than the Company. In 2002, Shop at Home, Inc. ("SATH") and E.W. Scripps Company ("Scripps") announced the completion of a transaction that resulted in Scripps owning a controlling interest in the SATH television network, which also directly competes with the Company. In addition, the American Collectibles Network ("ACN") competes with the Company in the jewelry sector of the television home shopping industry. The Company also competes with retailers who sell and market their products through the highly competitive Internet medium. 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. The Company expects increasing competition for viewers/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 Internet companies, will also result in increased competition. The Company will also compete 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, the most significant of which is obtaining carriage on additional cable systems. The Company believes that it is positioned to compete because of its established relationships with cable operators and its strategic relationship with NBC and GE Equity.

Results for the First Quarter of Fiscal 2004

Consolidated net sales for the quarter ended April 30, 2004 were $159,197,000 compared to $143,475,000 in the quarter ended April 30, 2003, an 11% increase. The increase in consolidated net sales is directly attributable to the continued increased sales from the Company's television home shopping and Internet operations. Net sales attributed to the Company's television and Internet operations increased 10% to $151,127,000 for the quarter ended April 30, 2004 from $137,120,000 for the quarter ended April 30, 2003. Consolidated gross margins were 33.3% for the quarter ended April 30, 2004 compared to 37.0% for the quarter ended April

30, 2003. The Company reported an operating loss of $8,177,000 and a net loss of $7,903,000 for the first quarter of fiscal 2004 compared to operating income of $178,000 and net income of $532,000 for the first quarter of fiscal 2003. Operating income in the first quarter of fiscal 2003 included a $4,417,000 gain on the sale of television stations.

The Company's goal in fiscal 2004 is double-digit sales growth built on high quality products at value prices, presented to the consumer in a compelling way. The Company intends to support this through increased marketing efforts. The Company will continue to build its position as a shopping destination of value-priced merchandise and unique offerings across a range of product categories. The Company will invest in new customer acquisition and retention initiatives, improved customer service and fulfillment, enhanced on-air quality, and development of more sophisticated business intelligence tools. Finally, the Company will continue to diversify the merchandise mix on both the television and Internet channels, particularly in home, apparel, cosmetics, and consumer electronics.

ACQUISITIONS AND DISPOSITIONS

On January 15, 2003, the Company announced that it entered into an agreement with Norwell Television LLC to acquire full power television station WWDP TV-46 in Boston, which reaches approximately 1.8 million cable households. The deal closed in the first quarter of fiscal 2003 on April 1, following FCC approval. The Company made the investment in television station WWDP TV-46 in order to build a long-term and cost effective distribution strategy in the attractive Boston, Massachusetts area. The purchase price of the acquisition was $33,617,000, including professional fees, and has been accounted for using the purchase method of accounting as stipulated by SFAS No. 141. The results of operations of the acquired television station have been included in the accompanying condensed consolidated financial statements as of April 1, 2003, the date of acquisition.

In February 2003, the Company entered into an agreement to purchase property and two commercial buildings occupying approximately 209,000 square feet in Eden Prairie, Minnesota for approximately $11,300,000. One building purchased is where the Company currently maintains its corporate administrative, television production and jewelry distribution operations. Included, as part of the acquisition, was a second building of approximately 70,000 square feet of commercial space, which the Company utilizes for additional office space. As a result of this acquisition, the Company's long-term property lease had been terminated.

In February 2003, the Company completed the sale of ten of its eleven LPTV stations for a total of $5,000,000. The Company recorded a pre-tax operating gain on the sale of these LPTV stations of $4,417,000 in the first quarter of fiscal 2003. Management believes that the sale of these stations will not have a significant impact on the ongoing operations of the Company.

RESULTS OF OPERATIONS

SELECTED CONDENSED CONSOLIDATED FINANCIAL DATA
(UNAUDITED)

	DOLLAR AMOUNT AS A PERCENTAGE OF NET SALES FOR THE THREE MONTHS ENDED APRIL 30, 2004	2003
NET SALES	100.0%	100.0%
GROSS MARGIN	33.3%	37.0%
Operating (income) expenses:		
Distribution and selling	31.9%	33.2%
General and administrative	3.5%	3.8%
Depreciation and amortization	3.0%	3.0%
Gain on sale of television stations	--%	(3.1)%
	38.4%	36.9%
Operating income (loss)	(5.1)%	0.1%

NET SALES

Consolidated net sales, inclusive of shipping and handling revenue, for the three months ended April 30, 2004 were $159,197,000 compared with net sales of $143,475,000 for the three months ended April 30, 2003, an 11% increase. The increase in consolidated net sales is directly attributable to the continued improvement in and increased 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 10% to $151,127,000 for the three months ended April 30, 2004 from $137,120,000 for the comparable prior year period. During the first quarter of fiscal 2004, the Company continued to make significant progress on its dual strategic objectives of diversifying the merchandise mix offered to consumers and lowering its average price points. For the quarter ended April 30, 2004, gross unit volume was up 42% while the Company's average price points were down 23% from the corresponding prior-year period. In addition, the Company's home, apparel, fitness and cosmetics categories grew from 17% to 21% over prior year. The continued growth in home shopping net sales is primarily attributable to the growth in full-time equivalent ("FTE") homes receiving the Company's television programming. During the 12-month period ended April 30, 2004, the Company added approximately 4.0 million FTE subscriber homes, an 8% increase, however, the complete net sales impact and productivity from these additional homes is still to be realized as these additional new homes have yet to completely mature. In addition to new FTE subscriber homes, television home shopping and Internet sales increased due to the continued addition of new customers from households already receiving the Company's television home shopping programming and a 37% year-to-date increase in Internet sales as compared to the corresponding prior-year period offset by a decrease in the average order size due to the aforementioned decrease in average selling prices. In addition, total net sales increased as compared to the corresponding prior-year period resulting from a 29% year-to-date increase in net sales from FanBuzz driven by growth in the business. The Company intends to continue to develop its merchandising and programming strategies, including the continuation of its strategy of category diversification, lower average price points 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 such changes in strategy will achieve the intended results.

GROSS PROFITS

Gross profits for the three months ended April 30, 2004 and 2003 were $53,084,000 and $53,089,000, respectively, a decrease of $5,000. The principal reason for the relatively flat gross profit from year to year was the decrease in gross profit margin experienced by the Company during the first quarter of fiscal 2004 offset by increased sales volume from the Company's television home shopping and Internet businesses. In addition, gross profit for the three months ended April 30, 2004 included positive contributions from the FanBuzz business. Gross margins for the three months ended April 30, 2004 and 2003 were 33.3% and 37.0%, respectively. Gross margins for the three months ended April 30, 2004 decreased significantly as compared to gross margins for the three months ended April 30, 2003 primarily due to the clearance of seasonal merchandise and other low margin inventory during the current quarter to make room for fall season merchandise and decreased television and Internet shipping and handling margins driven by the Company's free shipping loyalty club which was launched in February 2004, the benefit of which is expected in the form of increased sales throughout the balance of the year. In addition, gross margins decreased in the first quarter of fiscal 2004 as a result of a variety of marketing promotional initiatives implemented by the Company, mainly in the form of coupon drops and discounts offered in an effort to acquire and retain customers. The Company expects the retail environment to continue to be uncertain and anticipates continued promotional activity for the remainder of the fiscal year.

OPERATING EXPENSES

Total operating expenses for the three months ended April 30, 2004 were $61,261,000 versus $57,328,000 (excluding the gain on sale of television stations) for the comparable prior year period. Distribution and selling expense increased $3,125,000, or 7%, to $50,802,000, or 32%, of net sales, during the first quarter of fiscal 2004 compared to $47,677,000, or 33%, of net sales, for the comparable prior-year period. Distribution and selling expense increased primarily as a result of increases in net cable access fees due to a 8% year-to-date increase in the number of FTE subscribers over the comparable prior year period and increased costs associated with the hiring of merchandising personnel and on-air talent. In addition, distribution and selling expense also increased over the comparable prior-year period as a result of increased direct-mail and marketing expenses as the Company attempts to acquire customers and stimulate ShopNBC program awareness, additional distribution and selling costs incurred by FanBuzz as a result of business growth and increased customer service costs associated with the Company's commitment to improve its customer service. These general increases were offset by a decrease in bad debt expense over the comparable prior-year period.

General and administrative expense for the three months ended April 30, 2004 increased $277,000, or 5%, to $5,675,000, or 4% of net sales, compared to $5,398,000, or 4% of net sales, for the three months ended April 30, 2003. General and administrative expense increased in the first quarter of fiscal 2004 primarily as a result of increased information system salaries and maintenance fees, offset by a decrease in general and administrative expense associated with the establishment of a $451,000 litigation settlement reserve in fiscal 2003 and the write-off of approximately $500,000 of legal fees in fiscal 2003 incurred in connection with a discontinued business development initiative.

Depreciation and amortization expense for the three months ended April 30, 2004 was $4,784,000 compared to $4,253,000 for the three months ended April 30, 2003, representing an increase of $531,000, or 12%, from the comparable prior-year period. Depreciation and amortization expense as a percentage of net sales for the three months ended April 30, 2004 and 2003 were each 3%, respectively. The dollar increase is primarily due to increased depreciation and amortization as a result of assets placed in service in connection with the Company's ERP systems conversion and implementation and depreciation on equipment put in service in connection with the Company's full power television station in Boston, Massachusetts.

OPERATING INCOME (LOSS)

For the three months ended April 30, 2004, the Company reported an operating loss of ($8,177,000) compared to operating income of $178,000 for the three months ended April 30, 2003, a decrease of $8,355,000. Operating loss increased for the three-month period ended April 30, 2004 from the comparable prior-year period primarily as a result of the Company's decrease in gross margins, as described above under "Gross Profits." In addition to the decrease in gross margin over the comparable prior-year period, there were increases in distribution and selling expenses, particularly net cable access fees, for which the expense of adding approximately 4.0 million new FTE homes since April 2003 is being incurred but the future revenue benefit and productivity of these additional homes is yet to be fully realized, increases in general and administrative expenses recorded in connection with information system salaries and maintenance fees and increases in depreciation and amortization expense as a result of assets placed in service in connection with the Company's ERP systems conversion and implementation and full power television station. These expense increases were offset by the increase in net sales and gross profits reported by the Company's television home shopping, Internet and other businesses during fiscal 2004. During the first quarter of fiscal 2003, the Company also recorded a $4,417,000 pre-tax gain following the sale of ten low power television stations.

NET INCOME (LOSS)

For the three months ended April 30, 2004, the Company reported a net loss available to common shareholders of $7,974,000 or $.22 per share on 36,640,000 weighted average common shares outstanding compared with net income available to common shareholders of $461,000 or $.01 per share on 42,501,000 weighted average diluted common shares outstanding (35,981,000 basic shares) for the quarter ended April 30, 2003. The net loss available to common shareholders for the three months ended April 30, 2004 includes interest income totaling $274,000 earned on the Company's cash and short-term investments. For the quarter ended April 30, 2003, net income available to common shareholders included interest income of $354,000 earned on the Company's cash and short-term investments.

The Company has not recorded an income tax benefit on the loss recorded in the quarter ended April 30, 2004 due to the uncertainty of such benefit's realization in the future as indicated by the Company's recording of an income tax valuation reserve. The Company had not recorded a tax provision in the quarter ended April 30, 2003 as such provision was offset fully by the reversal of the income tax valuation allowance recorded in previous periods that was applied against capital loss carryforwards that were utilized in this period. The Company continues to maintain a valuation reserve against its net deferred tax assets until such point that the Company believes it is more likely than not that such assets will be realized in the future.

PROGRAM DISTRIBUTION

The Company's television home-shopping programming was available to approximately 60.9 million homes as of April 30, 2004, as compared to 61.9 million homes as of January 31, 2004 and to 58.6 million homes as of April 30, 2003. The Company's programming is currently available through affiliation and time-block purchase agreements with approximately 1,150 cable or satellite systems. Beginning in April 2003, the Company's programming was also made available full-time to homes in the Boston, Massachusetts market via a full-power television broadcast station that a subsidiary of the Company acquired. The Company also owns and operates a low power television station in Atlanta, Georgia. As of April 30, 2004 and 2003, the Company's programming was available to approximately 56.6 million and 52.6 million FTE households, respectively. As of January 31, 2004, the Company's programming was available to 55.6 million FTE households. FTE homes increased from January 31, 2004 while total homes decreased from January 31, 2004 due to the loss of part time subscribers during fiscal 2004 that did not have a significant impact on the calculation of total FTE households offset by the addition of a smaller number of full time subscribers added during the period. Approximately 50.4 million and 45.8 million households at April 30, 2004 and 2003, respectively, received the Company's programming on a full-time basis. 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. 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.

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 2003 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 April 30, 2004, cash and cash equivalents and short-term investments were $125,974,000, compared to $127,181,000 as of January 31, 2004, a $1,207,000 decrease. For the three months ended April 30, 2004, working capital decreased $4,668,000 to $181,479,000. The current ratio was 3.1 at April 30, 2004 compared to 3.2 at January 31, 2004.

SOURCES OF LIQUIDITY

The Company's principal source of liquidity is 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 receivable. 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. In addition, 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 other than fixed capital lease obligations and believes it has the ability to obtain additional financing if necessary. At April 30, 2004, all 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 average maturity of the Company's investment portfolio ranges from 30-60 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, 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 2004 and 2003 and for expected future capital expenditures include the upgrade and replacement of computer software and front-end merchandising systems, expansion of capacity to support a growing business, continued improvements/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. In addition, during fiscal 2003 the Company made a significant investment of cash in connection with the acquisition of television station WWDP TV-46 in Boston, Massachusetts and two commercial buildings where the Company maintains its corporate administrative, television production and jewelry distribution operations. 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 continue its stock repurchase program and will make strategic investments as opportunities present themselves or when cash investments are determined to be beneficial to the long-term interests of its shareholders. Management believes that funds currently held and sourced by the Company should be sufficient to fund the Company's operations, anticipated capital expenditures or strategic investments and cable launch fees through at least fiscal 2004. A discussion of the nature and amount of future cash commitments is contained in the Company's 2003 Annual Report on Form 10-K.

Total assets at April 30, 2004 were $389,752,000, compared to $396,591,000 at January 31, 2004, a $6,839,000 decrease. Shareholders' equity was $260,502,000 at April 30, 2004, compared to $267,007,000 at January 31, 2004, a $6,505,000 decrease. The decrease in shareholders' equity for the three-month period ended April 30, 2004 resulted primarily from the net loss of $7,903,000 recorded during the three-month period, $15,000 relating to accrued interest on a note receivable from a former officer and accretion on redeemable preferred stock of $71,000. These decreases were offset by increases in shareholders' equity of $1,403,000 from proceeds received related to the exercise of stock options and warrants and vesting of deferred compensation of $81,000.

For the three-month period ended April 30, 2004, net cash provided by operating activities totaled $572,000 compared to net cash provided by operating activities of $18,063,000 for the three-month period ended April 30, 2003. Net cash provided by operating activities for the three-month periods ended April 30, 2004 and 2003 reflects net income (loss), as adjusted for depreciation and amortization, common stock issued to employees, amortization of deferred compensation and a gain on the sale of low powered television stations. In addition, net cash provided by operating activities for the three months ended April 30, 2004 reflects a decrease in accounts receivable and inventories, offset by a decrease in accounts payable and accrued liabilities, an increase in prepaid expenses and other assets and a decrease in income taxes payable. Accounts receivable decreased primarily due to a decrease in credit card receivables and a decrease in receivables from sales utilizing extended payment terms as a result of the timing of customer collections made pursuant to the "ValuePay" installment program, offset by an increase in vendor airtime receivables. Inventories decreased from year-end as a result of management efforts to reduce inventory levels and the timing of merchandise receipts. Prepaid expenses and other assets increased primarily as a result of the Company's temporary acquisition of a personal residence in conjunction with an executive's hiring and relocation, offset by a decrease in prepaid insurance. The decrease in accounts payable and accrued expenses is a result of the timing of merchandise receipts and amounts due to customers for returned merchandise, offset by increases in accrued cable access fees and accrued marketing fees.

Net cash used for investing activities totaled $46,202,000 for the three months ended April 30, 2004 compared to net cash provided by investing activities of $7,881,000 for the three months ended April 30, 2003. For the three months ended April 30, 2004 and 2003, expenditures for property and equipment were $2,837,000 and $13,863,000, respectively. Expenditures for property and equipment during the periods ended April 30, 2004 and 2003 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 leasehold improvements. Expenditures for property for the three months ended April 30, 2003 also included the Company's $11,300,000 property and commercial building purchase in February 2003 where the Company maintains its corporate administrative, television production and jewelry distribution operations. Included as part of the acquisition was a second commercial building, which the Company utilizes for additional office space. Principal future capital expenditures include the upgrade and replacement of computer software and front-end merchandising systems and business processes, continued improvements/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. In the three months ended April 30, 2004, the Company invested $68,538,000 in various short-term investments and received proceeds of $25,173,000 from the sale of short-term investments. In the three months ended April 30, 2003, the Company invested $28,316,000 in various short-term investments, received proceeds of $78,526,000 from the sale of short-term investments and received proceeds of $5,000,000 in connection with the sale of ten low power television stations. Also during the first quarter of fiscal 2003, the Company invested $33,466,000, net of cash acquired, in connection with the acquisition of television station WWDP TV-46 in Boston, Massachusetts.

Net cash provided by financing activities totaled $1,059,000 for the three months ended April 30, 2004 and related primarily to cash proceeds received of $1,395,000 from the exercise of stock options, offset by payments of long-term capital lease obligations of $336,000. Net cash used for financing activities totaled $6,304,000 for the three months ended April 30, 2003 and related primarily to payments of $6,195,000 made in conjunction with the repurchase of 567,000 shares of the Company's common stock at an average price of approximately $10.90 per share and payments of long-term capital lease obligations of $346,000, offset by cash proceeds of $237,000 received from the exercise of stock options.

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 which 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; and the ability of the Company to obtain and retain key executives and 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, 2004, specifically under the captions entitled "Risk Factors" and "Critical Accounting Policies and Estimates," provide information which 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.

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. As of April 30, 2004, 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 has no long-term debt other than fixed capital lease obligations, 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

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the Company's Chief Executive Officer, William J. Lansing, and Chief Financial Officer, Richard D. Barnes, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, the officers concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company's internal control over financial reporting during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

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)

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 Section 1350 Certifications

(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.

(b) Reports on Form 8-K

(i) The Registrant filed a Current Report on Form 8-K on February 4, 2004 announcing the hiring of two new Corporate Executive Vice Presidents.

(ii) The Registrant furnished a Current Report on Form 8-K on March 24, 2004 reporting that the Registrant issued a press release dated March 22, 2004 disclosing its fourth quarter and fiscal 2003 earnings announcing the appointment of three new board members.

(iii) The Registrant filed a Current Report on Form 8-K on May 10, 2004 announcing the appointment of one new board member.

(iv) The Registrant furnished a Current Report on Form 8-K on May 20, 2004 reporting that the Registrant issued a press release dated May 18, 2004 disclosing its first quarter fiscal 2004 earnings.

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

/s/ William J. Lansing

William J. Lansing

Chief Executive Officer, President and Director
(Principal Executive Officer)

/s/ Richard D. Barnes

Richard D. Barnes

Executive Vice President, Chief Financial Officer and Chief Operating Officer

(Principal Financial and Accounting Officer)

June 9, 2004

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 quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) for the registrant and we 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 quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly 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

c) disclosed in this report any changes in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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.

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)

June 9, 2004

EXHIBIT 31.2

CERTIFICATION

I, Richard D. Barnes, certify that:

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

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly 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)) for the registrant and we 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 quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly 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

c) disclosed in this report any changes in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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.

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/ Richard D. Barnes

Richard D. Barnes

Executive Vice President, Chief Financial Officer, Chief Operating Officer

(Principal Financial Officer)

June 9, 2004

EXHIBIT 32

CERTIFICATIONS PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

The undersigned, the Chief Executive Officer and President and Executive Vice President, Chief Financial Officer and Chief Operating Officer of ValueVision Media, Inc. (the "Company"), certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report on Form 10-Q of the Company for the period ended April 30, 2004 (the "Report") fully complies with the requirements of
Section 13(a) or 15(d) of the Securities Exchange Act of 1934; 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)

/s/ Richard D. Barnes

Richard D. Barnes

Executive Vice President, Chief Financial Officer and Chief Operating Officer

(Principal Financial Officer)

June 9, 2004