

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

**SCHEDULE 13G/A**  
**Under the Securities Exchange Act of 1934**

**ValueVision Media Inc**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**92047K107**

(CUSIP Number)

December 31, 2004

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 92047K107

1. Names of Reporting Persons.

Westcap Investors, LLC

I.R.S. Identification Nos. of above persons (entities only).

95-4535637

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power 4,672,407

6. Shared Voting Power None

7. Sole Dispositive Power 5,718,847

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 5,718,847

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]

11. Percent of Class Represented by Amount in Row (9) 15.50%

12. Type of Reporting Person: IA

Item 1(a). Name of Issuer:

ValueVision Media Inc

Item 1(b). Address of Issuer's Principal Executive Offices:

6740 SHADY OAK RAOD  
EDEN PRAIRIE MN 55344-3433

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Westcap Investors  
1111 Santa Monica Blvd., Ste. 820  
Los Angeles, CA 90025  
Delaware

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

92047K107

Item 3. If This Statement is Filed Pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) - Broker or dealer registered under Section 15 of the Act.
- (b) - Bank as defined in Section 3(a)(6) of the Act.
- (c) - Insurance company as defined in Section 3(a)(19) of the Act.
- (d) - Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) - An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) - A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) - A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) - A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) - Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

a. Amount beneficially owned: 5,718,847

b. Percent of Class: 15.50%

c. Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote 4,672,407
- (ii) Shared power to vote or to direct the vote None
- (iii) Sole power to dispose or to direct the disposition of 5,718,847
- (iv) Shared power to dispose or to direct the disposition None

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

[ X ]

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date February 4, 2005

By: /s/ Stephen Rack

Stephen Rack  
Title: Vice President