

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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ValueVision Media, Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-1673770
(I.R.S. Employer
Identification Number)

6740 Shady Oak Road
Eden Prairie, Minnesota 55344-3433
(952) 943-6000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

ValueVision Media, Inc. 2011 Omnibus Incentive Plan
(Full title of the Plan)

Teresa Dery
General Counsel
ValueVision Media, Inc.
6740 Shady Oak Road
Eden Prairie, Minnesota 55344-3433
(952) 943-6000

(Name, address and telephone number, including area code, of agent for service)

with a copy to:
Jonathan R. Zimmerman
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402-3901
(612) 766-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (do not check if smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.01 par value	3,000,000	\$4.785	\$14,355,000	\$1,958.03

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also will cover any additional shares of common stock that become issuable under the ValueVision Media, Inc. 2011 Omnibus Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without ValueVision Media, Inc.'s (the "Registrant") receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) under the Securities Act based on the average

of the high and low sale prices per share of the Registrant's common stock as quoted on the Nasdaq Global Market on August 28, 2013.

VALUEVISION MEDIA, INC.

EXPLANATORY NOTE

The shareholders of ValueVision Media, Inc. (the “Registrant”) approved an amendment to the ValueVision Media, Inc. 2011 Omnibus Incentive Plan (the “2011 Plan”) on June 19, 2013 to increase by 3,000,000 shares of common stock the number of shares issuable under the 2011 Plan. This registration statement on Form S-8 is being filed for the purpose of registering an additional 3,000,000 shares of the Registrant’s common stock to be issued pursuant to the 2011 Plan. In accordance with Section E of the General Instructions to Form S-8, the registration statement on Form S-8 (No. 333-175319) relating to the 2011 Plan previously filed with the Securities and Exchange Commission is incorporated by reference into this registration statement.

**PART II-INFORMATION REQUIRED IN THE REGISTRATION STATEMENT
BY GENERAL INSTRUCTION E OF FORM S-8**

Item 8. Exhibits.

The exhibits are listed on the index of exhibits that follows the signatures in the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Eden Prairie, State of Minnesota, on September 4, 2013.

VALUEVISION MEDIA, INC.

By: /s/ Keith R. Stewart

Name: Keith R. Stewart

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed on September 4, 2013 by the following persons in the capacities with ValueVision Media, Inc. indicated:

/s/ Keith R. Stewart

Keith R. Stewart

Chief Executive Officer

(Principal Executive Officer), Director

/s/ William McGrath

William McGrath

Executive Vice President, Chief Financial Officer

(Principal Financial and Accounting Officer)

John D. Buck*

Jill R. Botway*

William F. Evans*

Sean F. Orr*

Robert S. Pick*

Randy S. Ronning*

* Teresa Dery, by signing her name hereto, does hereby sign this document on behalf of each of the directors named above pursuant to powers of attorney duly executed by the directors named and filed with the Securities and Exchange Commission on behalf of such directors.

By: /s/ Teresa Dery

Name: Teresa Dery

Title: Attorney-in-Fact

INDEX TO EXHIBITS

Exhibit No.	Description	Method of Filing
4.1	Articles of Incorporation, as amended	Incorporated by reference (A)
4.2	Amended and Restated By-Laws, as amended through September 21, 2010	Incorporated by reference (B)
4.3	Amended and Restated Shareholder Agreement dated February 25, 2009 among the Registrant, GE Capital Equity Investments, Inc. and NBC Universal, Inc.	Incorporated by reference (C)
4.4	Common Stock Purchase Warrants issued on February 25, 2009 by the Registrant to GE Capital Equity Investments, Inc.	Incorporated by reference (D)
4.5	Amended and Restated Registration Rights Agreement dated February 25, 2009 among the Registrant, GE Capital Equity Investments, Inc. and NBC Universal, Inc.	Incorporated by reference (E)
4.6	Form of Common Stock Certificate	Incorporated by reference (F)
5.1	Opinion of Faegre Baker Daniels LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Faegre Baker Daniels (included in Exhibit 5.1)	Filed herewith
24.1	Powers of Attorney	Filed herewith
99.1	ValueVision Media, Inc. 2011 Omnibus Incentive Plan	Incorporated by reference (G)
99.2	Form of Incentive Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (H)
99.3	Form of Non-Statutory Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (I)
99.4	Form of Performance Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (J)
99.5	Restricted Stock Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (K)

- (A) Incorporated herein by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-Q for the quarterly period ended April 30, 2011, filed on June 7, 2011, File No. 0-20243.
- (B) Incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated September 27, 2010, filed on September 27, 2010, File No. 0-20243.
- (C) Incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K dated February 25, 2009, filed on February 26, 2009, File No. 0-20243.
- (D) Incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K dated February 25, 2009, filed on February 26, 2009, File No. 0-20243.

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- (E) Incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated February 25, 2009, filed on February 26, 2009, File No. 0-20243.
 - (F) Incorporated herein by reference to Exhibit 4.9 to the Registrant's Registration Statement on Form S-3, filed on June 9, 2010, File No. 333-167396.
 - (G) Incorporated by reference to Appendix A to the Registrant's Proxy Statement filed on May 9, 2013, File No. 0-20243.
 - (H) Incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 28, 2012, filed on April 5, 2012, File No. 0-20243.
 - (I) Incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 28, 2012, filed on April 5, 2012, File No. 0-20243.
 - (J) Incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended October 27, 2012, filed on November 29, 2012, File No. 0-20243.
 - (K) Incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended May 4, 2013, filed on June 6, 2013, File No. 0-20243.

September 4, 2013

ValueVision Media, Inc.
6740 Shady Oak Road
Eden Prairie, Minnesota 55344

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “*Registration Statement*”), relating to the registration of an additional 3,000,000 shares of common stock, par value \$0.01 per share (the “*Shares*”), of ValueVision Media, Inc., a Minnesota corporation (the “*Company*”), pursuant to the ValueVision Media, Inc. 2011 Omnibus Incentive Plan, as amended (the “*Plan*”), we have examined such corporate records and other documents, including the Registration Statement, and have reviewed such matters of law as we have deemed relevant hereto, and, based upon such examination and review, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Plan, the Shares will be legally and validly issued, fully paid and nonassessable under the current laws of the State of Minnesota.

In rendering the opinions set forth above, we have assumed the genuineness of all signatures, legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents. We have also assumed that the Company’s Board of Directors, or a duly authorized committee thereof, will have approved the issuance of each Plan award prior to the issuance thereof. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state and the federal laws of the United States of America.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

Faegre Baker Daniels LLP

/s/ Jonathan R. Zimmerman

By: Jonathan R. Zimmerman

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 28, 2013, relating to the consolidated financial statements and consolidated financial statement schedule of ValueVision Media, Inc. and subsidiaries, and the effectiveness of ValueVision Media, Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of ValueVision Media, Inc. and subsidiaries for the year ended February 2, 2013.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Minneapolis, Minnesota
September 4, 2013

**VALUEVISION MEDIA, INC.
POWER OF ATTORNEY**

The undersigned director and/or officer of ValueVision Media, Inc., a Minnesota corporation (the "Company"), does hereby make, constitute and appoint Keith Stewart, William McGrath, and Teresa Dery, and each or any one of them, his or her true and lawful attorneys-in-fact, with full power of substitution, for the undersigned and in his or her name, place and stead, to sign and affix the undersigned's name as director and/or officer of the Company to a Registration Statement or Registration Statements, on Form S-8 or other applicable form, and all amendments (including post-effective amendments) thereto, to be filed by the Company with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of additional shares of common stock of the Company to be issued pursuant to the ValueVision Media, Inc. 2011 Omnibus Incentive Plan, and to file the same with the SEC, granting unto these attorneys-in-fact, and each of them, full power and authority to do and perform any and all acts necessary or incidental to the performance and execution of the powers herein expressly granted.

IN WITNESS WHEREOF, the undersigned has hereunto set his or her hand this 4th day of September, 2013.

Signature

Title

/s/ Keith R. Stewart
Keith R. Stewart

Chief Executive Officer
(Principal Executive Officer), Director

/s/ William McGrath
William McGrath

Executive Vice President, Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ Randy S. Ronning
Randy S. Ronning

Chairman of the Board

/s/ John D. Buck
John D. Buck

Director

/s/ Jill R. Botway
Jill R. Botway

Director

/s/ William F. Evans
William F. Evans

Director

/s/ Sean F. Orr
Sean F. Orr

Director

/s/ Robert S. Pick
Robert S. Pick

Director