

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ValueVision Media, Inc.

(Name of Registrant as Specified In Its Charter)

Clinton Relational Opportunity Master Fund, L.P.

Clinton Relational Opportunity, LLC

Channel Commerce Partners, L.P.

GEH Capital, Inc.

Clinton Special Opportunities Master Fund, Ltd.

Clinton Group, Inc.

George E. Hall

Thomas D. Beers

Mark Bozek

Ronald L. Frasch

Thomas D. Mottola

Robert Rosenblatt

Fred Siegel

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On June 13, 2014, Clinton Group, Inc. and its affiliates (collectively, "Clinton") issued a press release. A copy of the press release is filed herewith as Exhibit 1.

Also on June 13, 2014, Clinton posted an additional reference to such press release in the "Press" section of www.AddValueAndVision.com. A copy of the additional reference is filed herewith as Exhibit 2.

Also on June 13, 2014, Clinton attached such press release to an email in response to a question from a current employee and shareholder. A copy of such email is filed herewith as Exhibit 3.

Clinton Group Calls on ValueVision to Treat Employees and Vendors Fairly

NEW YORK, June 13, 2014 /PRNewswire/ -- Clinton Group, Inc. ("Clinton Group") today called upon ValueVision Media, Inc. (Nasdaq: VVTV) to assure its vendors and employees that they can exercise their voting rights at the Company's upcoming June 18 annual meeting without fear of reprisal.

"We are disturbed that we have heard from multiple employees and vendors that they are afraid to vote their shares for us because they fear management will retaliate against them," said Gregory P. Taxin, President of Clinton Group. "We believe every shareholder is entitled to vote without coercion and we welcome the participation of the Company's employees and vendors in this process."

Clinton Group's nominees have committed that they will not treat any employee or vendor who votes against the nominees differently than employees and vendors who side with the Clinton Group, in the event the Clinton Group nominees are elected. Clinton Group believes the Company should provide the same assurance.

"The Company's management and Board should assure the Company's valuable employees and vendors that they may freely exercise their voting rights without fear of retaliation," continued Mr. Taxin. "In my opinion, anything less is an abuse of corporate position and inconsistent with Mr. Stewart's June 12 email to employees."

Employees and vendors can vote shares held at brokerage firms online and anonymously in favor of the Clinton Group nominees by using the "control number" on the GOLD proxy card. Employees and vendors with "registered" shares can scan and email those ballots to Clinton Group (VVTV@okapipartners.com). Alternatively, employees and vendors can come to the Company's annual meeting to vote (on June 18 at 9 AM at the Company's headquarters) or meet the Clinton Group team at the Minneapolis Marriott Southwest in Minnetonka, Minnesota, on Tuesday, June 17 from 5 to 7 pm at Stacy's Grill, where they can fill out a ballot or drop one off.

Clinton Group encourages its fellow shareholders to review the materials it has prepared, which are available at www.AddValueAndVision.com.

Shareholders with questions should contact Bruce Goldfarb or Lydia Mulyk at Okapi Partners LLC at (212) 297-0720, Toll-Free (855) 305-0857, or VVTV@okapipartners.com.

About Clinton Group, Inc.

Clinton Group, Inc. is a Registered Investment Advisor based in New York City. The firm has been investing in global markets since its inception in 1991 with expertise that spans a wide range of investment styles and asset classes.

Important Additional Information

CLINTON RELATIONAL OPPORTUNITY MASTER FUND, L.P., CLINTON RELATIONAL OPPORTUNITY, LLC, GEH CAPITAL, INC., CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD., CHANNEL COMMERCE PARTNERS, L.P., CLINTON GROUP, INC., GEORGE E. HALL (COLLECTIVELY, "CLINTON") THOMAS D. BEERS, MARK BOZEK, RONALD L. FRASCH, THOMAS D. MOTTOLA, ROBERT ROSENBLATT AND FRED SIEGEL (TOGETHER WITH CLINTON, THE "PARTICIPANTS") AND/OR CERTAIN AFFILIATED PARTIES HAVE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") A DEFINITIVE PROXY STATEMENT AND

ACCOMPANYING FORM OF PROXY CARD TO BE USED IN CONNECTION WITH THE PARTICIPANTS' SOLICITATION OF PROXIES FROM THE STOCKHOLDERS OF VALUEVISION MEDIA, INC. (THE "COMPANY") FOR USE AT THE COMPANY'S 2014 ANNUAL MEETING OF STOCKHOLDERS (THE "PROXY SOLICITATION"). ALL STOCKHOLDERS OF THE COMPANY ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE PROXY SOLICITATION BY THE PARTICIPANTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING ADDITIONAL INFORMATION RELATED TO THE PARTICIPANTS. THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD HAVE BEEN FURNISHED TO SOME OR ALL OF THE COMPANY'S STOCKHOLDERS AND ARE, ALONG WITH OTHER RELEVANT DOCUMENTS, AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV/](http://www.sec.gov/). IN ADDITION, OKAPI PARTNERS LLC, CLINTON'S PROXY SOLICITOR, WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD WITHOUT CHARGE UPON REQUEST BY CALLING (212) 297-0720 OR TOLL FREE AT (855) 305-0857.

ADDITIONAL INFORMATION ABOUT THE PARTICIPANTS AND A DESCRIPTION OF THEIR DIRECT OR INDIRECT INTERESTS BY SECURITY HOLDINGS IS CONTAINED IN THE DEFINITIVE PROXY STATEMENT ON SCHEDULE 14A FILED BY CLINTON ON MAY 13, 2014 AND IN THE DEFINITIVE ADDITIONAL MATERIALS ON SCHEDULE 14A FILED BY CLINTON ON MAY 22, 2014 AND JUNE 6, 2014. THESE DOCUMENTS CAN BE OBTAINED FREE OF CHARGE FROM THE SOURCES INDICATED ABOVE.

CONTACT: N. Lennox, +1-212-825-0400.

PRESS

Any information or materials contained on this website that can be accessed via the links below are not part of the Add Value & Vision website. For legal reasons, we are not permitted to hyperlink to sites with comments or other content that may regularly change.

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June 13, 2014

PRNewswire

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EXHIBIT 3

EMAIL MESSAGE

Thank you for reaching out. Employees should be able to exercise their voting rights without fear of reprisal by management. Please see attached a letter we just released calling on the Company to treat employees (and vendors) fairly.

You can vote your shares anonymously online by using the control number on the gold proxy if your shares are held at a brokerage firm (e.g., Schwab). If you have “registered” shares, you can scan and email your ballot to us at VVTV@okapipartners.com. Alternatively, we will be in Minnesota on Tuesday, June 17 and have invited any employees to come meet with us from 5 to 7 pm at Stacy’s Grill at the Marriott in Minnetonka, to fill out a ballot or drop one off.

Feel free to pass this along to any other employees/shareholders and contact me with any further questions.

North Lennox
Clinton Group, Inc.