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

SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

**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 Pursuant to §240.14a-12

ValueVision Media, Inc.
(Name of Registrant as Specified In Its Charter)

(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 Rules 14a-6(i)(1) 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 3, 2014, ValueVision Media, Inc. (“ValueVision”) mailed the brochure filed herewith to shareholders in connection with ValueVision’s 2014 Annual Meeting of Shareholders scheduled for June 18, 2014.



VALUEVISION.

The Right Leadership and Strategy to Substantially Grow Shareholder Value

An Important Message for All ValueVision Shareholders

MAKE YOUR VOTE COUNT at the June 18, 2014, Annual Meeting of ValueVision Shareholders

Vote by **telephone**, online or by **signing, dating and returning** the enclosed **WHITE** proxy card in the postage-paid envelope provided.

Do not return or otherwise vote any gold proxy card sent to you by the Clinton Group!







VOTE FOR
 A World-Class
 Leadership Team
 That Has
 Transformed a
 Business That
 Was Failing



VOTE FOR
 A Clear Strategy
 To Generate
 Substantial,
 Long-Term Value
 for All
 Shareholders



VOTE FOR
 WTV's Board and
 Management Team
 Whose Interests
 Are Firmly
 Aligned with
 Shareholders



VOTE FOR
 A Slate of
 Eight Highly Qualified
 And Experienced
 Director Nominees



VOTE FOR
 The Right
 Leadership and
 Strategy to
 Substantially Grow
 Shareholder
 Value





VOTE FOR YOUR BOARD OF DIRECTORS ON THE ENCLOSED WHITE PROXY CARD TODAY

Your Board and Management Team Have Positioned ValueVision for Continued Success

With over **1,000 committed team members**, ValueVision is a multichannel retail destination serving approximately **1.4 million customers** and reaching over **87 million cable and satellite homes**.

ValueVision's management team, working closely with the Board of Directors, has implemented meaningful changes to yield results and position the Company for sustained, long-term growth.

- ✔ Significantly diversified and broadened its merchandise offerings
- ✔ Dramatically improved the customer experience and satisfaction levels
- ✔ Available when and where you want it on TV, Internet, mobile and social channels
- ✔ Streamlined companywide operations
- ✔ Enhanced the stability and flexibility of ValueVision's balance sheet, resulting in stronger financial performance



SHQP



2: The Right Leadership and Strategy To Substantially Grow Shareholder Value



Vote For a World-Class Leadership Team That Has Transformed a Business That Was Failing

- Keith Stewart appointed CEO in January 2009 to turn around the business
- Management's strategy and deliberate actions stabilized the business and continue to benefit ValueVision today
- Q1 2014 marks ValueVision's **eighth consecutive quarter** of sales growth and positive Adjusted EBITDA

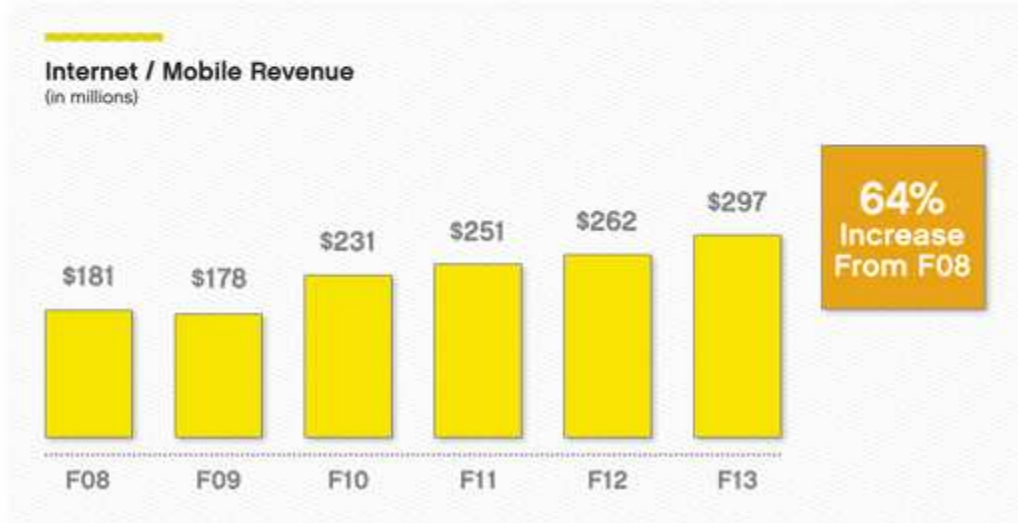
Issues Facing Company in 2008	Results of Management's Efforts Today
<ul style="list-style-type: none"> ✗ Narrow Product Mix and Shrinking Customer Base 	<ul style="list-style-type: none"> ✓ Broadened and Diversified Product Offerings Serving 1.4 Million Customers
<ul style="list-style-type: none"> ✗ High Return Rates 	<ul style="list-style-type: none"> ✓ Return Rate Improvement of 28%
<ul style="list-style-type: none"> ✗ Burdensome Cost of Cable and Satellite Distribution 	<ul style="list-style-type: none"> ✓ 38% Improvement in Distribution Costs per Household
<ul style="list-style-type: none"> ✗ \$51 Million Operating Loss 	<ul style="list-style-type: none"> ✓ \$18 Million Operating Profit, an Improvement of \$69 Million
<ul style="list-style-type: none"> ✗ GE Preferred Stock Overhang 	<ul style="list-style-type: none"> ✓ Simplified Capital Structure ✓ Retired Expensive GE Preferred Instrument ✓ Obtained \$75 Million, Cost-Effective Credit Facility from PNC
<ul style="list-style-type: none"> ✗ Unstable Leadership – four CEOs in the year and a half prior to Mr. Stewart joining in January 2009 	<ul style="list-style-type: none"> ✓ Well Positioned with World Class Management Team ✓ Highly Qualified, Experienced and Independent Board with Average Tenure of 3.5 Years





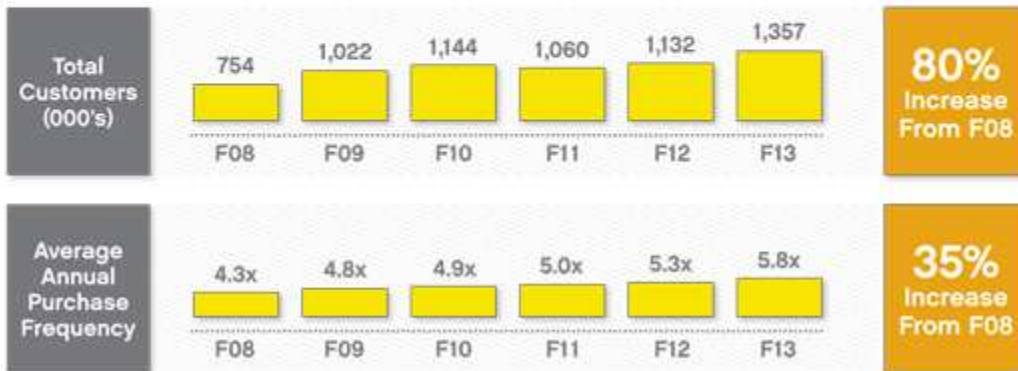
3 Be a Watch & Shop Anytime, Anywhere Experience

- Build community and inspire multichannel shopping consistently across all channels



4 Grow Customer Base, Purchase Frequency and Retention

- Optimize household distribution and broaden product offerings to drive volume growth



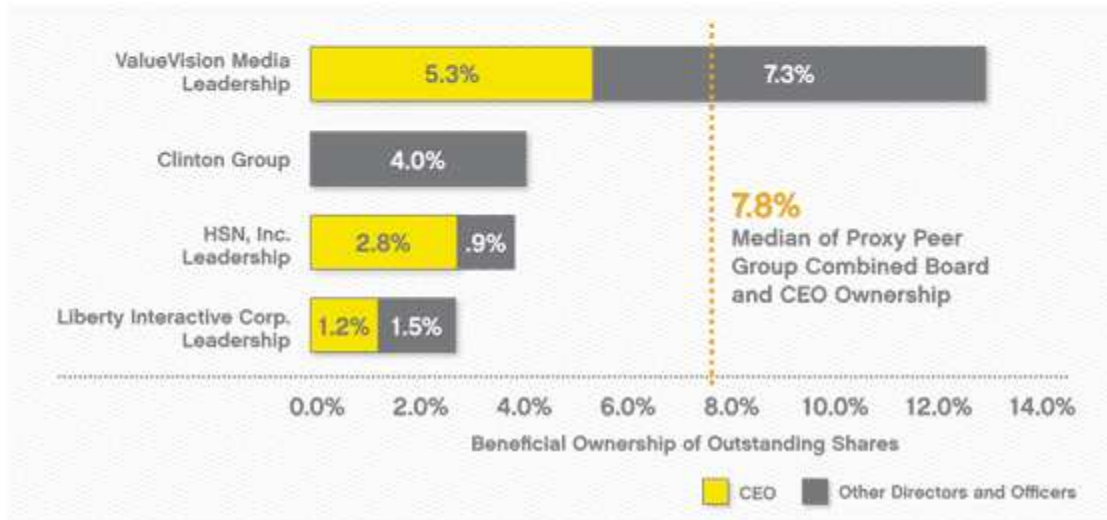


Your Vote Is
Important, No Matter
How Many or
How Few Shares
You Own.

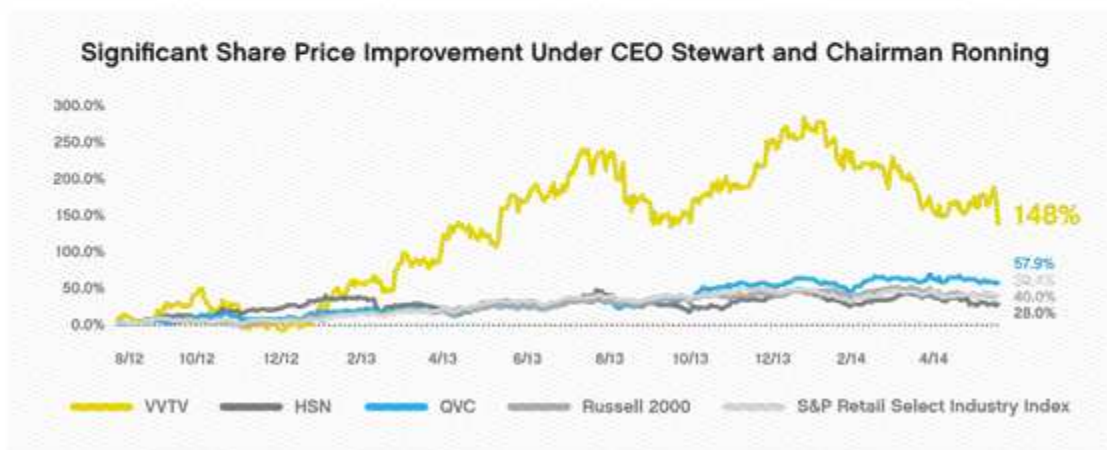




Vote For VVTV's Board and Management Team Whose Interests Are Firmly Aligned with Shareholders



- VVTV shareholders have experienced a **775% increase** in shareholder value under this Board and management team since CEO Stewart and Chairman Ronning began a strategic realignment of ValueVision and a 148.6% gain since August 2012 when Mr. Stewart announced that the Company had returned to growth







Vote For a Slate of Eight Highly Qualified and Experienced Director Nominees

- ValueVision's Board consists of **eight highly qualified directors**, seven of whom are independent and all of whom possess extensive media and public company expertise
- They have **demonstrated strength, diversity, experience and qualifications** to provide effective and independent oversight and direction to the Company

Nominees	Multi-Channel Retail Experience Within the Last Decade	Media Related Public Board Experience	Public Company C-Level Professional Experience
Jill R. Botway	✓	✓	—
John D. Buck	✓	✓	✓
William F. Evans	✓	✓	✓
Landel C. Hobbs	✓	✓	✓
Sean F. Orr	✓	✓	✓
Lowell W. Robinson	✓	✓	✓
Randy S. Ronning	✓	✓	✓
Keith R. Stewart	✓	✓	✓

VOTE FOR YOUR BOARD OF DIRECTORS ON THE ENCLOSED WHITE PROXY CARD TODAY



Vote For The Right Leadership and Strategy to Substantially Grow Shareholder Value

ValueVision's Board and management team have proven that their strategy is taking hold and delivering results:

- Solid financial performance
- Strong share price gains
- Incremental value for shareholders

WHY WOULD WE CHANGE COURSE NOW?

Clinton Group is seeking control with a vague plan and a weak slate of nominees:

- They make no case change is warranted
- Dissident nominees lack relevant and recent experience and expertise
- Their proposals largely restate the strategy ValueVision has been successfully executing

YOUR VOTE IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN

If you have questions about how to vote your shares, or need additional assistance, please contact the firm assisting us in the solicitation of proxies:

INNISFREE M&A INCORPORATED
Shareholders Call Toll-Free: (888) 750-5834
Banks and Brokers May Call Collect: (212) 750-5833

REMEMBER:

We urge you **NOT** to sign any Gold proxy card sent to you by Clinton. If you have already done so, you have every right to change your vote by signing, dating and returning the enclosed **WHITE** proxy card **TODAY** in the postage-paid envelope provided. If you hold your shares in Street-name, your custodian may also enable voting by telephone or by Internet—please follow the simple instructions provided on your **WHITE** proxy card.