

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )<sup>1</sup>

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### EVINE Live Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

300487105

(CUSIP Number)

J. Carlo Cannell

Cannell Capital LLC

P.O. Box 3459

150 East Hansen Avenue

Jackson, WY 83001-3459

(307) 733-2284

(Name, Address and Telephone Number of Person  
to Receive Notices and Communications)

December 3, 2015

(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

1	NAMES OF REPORTING PERSONS I.R.S. Identification Nos. of above persons (entities only) J. Carlo Cannell	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions) WC/OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) <input type="checkbox"/> or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER* 4,610,967
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER* 4,610,967
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,610,967	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> (see instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 8.07%*	
14	TYPE OF REPORTING PERSON IN	

\* Based on information set forth on the Form 10-Q of EVINE Live Inc., (the "Company") as filed with the Securities and Exchange Commission on December 3, 2015, there were 57,125,435 shares of Common Stock par value \$0.01 per share (the "Shares"), of the Company issued and outstanding as of November 25, 2015. As of December 2, 2015 (the "Reporting Date"), the Cuttyhunk Master Portfolio ("Cuttyhunk"), Tristan Partners, L.P. ("Tristan"), the Tristan Offshore Fund Ltd. ("Tristan Offshore"), Tonga Partners, L.P. ("Tonga"), and sundry separately managed accounts, over which J. Carlo Cannell has investment discretion (the "Cannell SMAs" and collectively with Cuttyhunk, Tonga, Tristan and Tristan Offshore, the "Investment Vehicles"), held in the aggregate 4,610,967 Shares.

Cannell Capital LLC acts as the investment adviser to to Tonga, Tristan, Tristan Offshore, the Cannell SMAs, and the investor sub-advisor for Cuttyhunk. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. The Reporting Person possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

**Item 1. Security and Issuer**

The title of the class of equity securities to which this Schedule 13D relates is the Common Stock par value \$0.01 per share of EVINE Live Inc., a Minnesota corporation. The address of the principal executive offices of the Company is 6740 Shady Oak Road, Eden Prairie, MN 55344-3433.

**Item 2. Identity and Background**

- a) The name of the Reporting Person is J. Carlo Cannell (the "Reporting Person").  
The Reporting Person is the sole managing member of Cannell Capital LLC, an investment sub-advisor for the Cuttyhunk Master Portfolio and investment adviser to the Cannell SMAs and to the following entities:  
Tonga Partners, L.P.  
Tristan Partners, L.P.  
Tristan Offshore Fund, Ltd.  
Set forth in the attached Annex "A" and incorporated herein by reference is a listing of the directors, general partners, managing members and controlling persons of the Reporting Person and the Investment Vehicles (collectively, the "Covered Persons"), and sets forth the principal occupation, citizenship and principal place of business of each Covered Person.
- b) The principal business address of the Reporting Person is:  
P.O. Box 3459  
150 East Hansen Avenue  
Jackson, WY 83001-3459
- c) The principal business of the Reporting Person is the performance of investment management and advisory services. The principal business of the Investment Vehicles is investment in securities.
- d) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, in the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- e) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.
- f) The place of organization of the Reporting Person is as follows:  
The citizenship of each Covered Person is set forth on the attached Annex A and incorporated herein by reference.  
Mr. J. Carlo Cannell is the Managing Member of Cannell Capital LLC, a Wyoming limited liability company.

**Item 3. Source and Amount of Funds or Other Consideration**

The securities to which this statement relates were acquired by the Reporting Person using the working capital of each Investment Vehicle as follows:  
The Cuttyhunk Master Portfolio: \$1,595,979.99  
Tonga Partners, L.P.: \$3,795,743.05  
Tristan Partners, L.P.: \$3,653,110.88  
Tristan Offshore Fund, Ltd.: \$1,865,957.25  
Cannell Separately Managed Accounts: \$2,793,064.25  
The Investment Vehicles have invested an aggregate amount of approximately \$13,703,865.42 in the Shares.

**Item 4. Purpose of Transaction**

Mr. Cannell, on behalf of the Investment Vehicles, identified the Company as an entity satisfying each Fund's investment criteria. The Funds acquired and continue to hold the Shares as a long-term investment.

Mr. Cannell reserves the right to discuss various views and opinions with respect to the Company and its business plans with the Company or the members of its senior management. The discussion of such views and opinions may extend from ordinary day-to-day business operations to matters such as nominees for representation on the Company's board of directors, senior management decisions and extraordinary business transactions. Mr. Cannell reserves the right to take such action as he may deem necessary from time to time to seek to maximize the value of the Shares. Such actions may include, but may not necessarily be limited to, pursuit of strategic initiatives to enhance shareholder value.

In addition to the actions set forth above, Mr. Cannell may engage in any of the actions specified in Items 4(a) through 4(j) to the Schedule 13D general instructions.

Except as set forth above and in the Item 7 Exhibit below, Mr. Cannell has no present plans or proposals that relate to or would result in any of the transactions described in Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer**

Based on information set forth in the Company's Form 10-Q as filed with the Securities and Exchange Commission on December 3, 2015, there were 57,125,435 Common Shares issued and outstanding as of November 25, 2015.

- (a) As of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Cannell Capital LLC may be deemed to beneficially own 4,610,967 Shares, or approximately 8.07% of the Shares deemed issued and outstanding as of the Reporting Date.
- (b) Cannell Capital LLC possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.
- (c) The following table details the transactions during the sixty days on or prior to the Reporting Date in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Cannell Capital LLC or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which was effected in an ordinary brokerage transaction by Cannell Capital LLC on behalf of the Investment Vehicles).

Entity	Date	Quantity	Price Per Share	Form Of Transaction
Cannell SMAs	10/05/2015	851	2.6071	Buy
Cuttyhunk	10/05/2015	487	2.6070	Buy
Tonga	10/05/2015	3,150	2.6071	Buy
Tristan	10/05/2015	827	2.6071	Buy
Tristan Offshore	10/05/2015	182	2.6071	Buy
Cannell SMAs	10/07/2015	743	2.6040	Buy
Cuttyhunk	10/07/2015	425	2.6040	Buy
Tonga	10/07/2015	2,746	2.6040	Buy
Tristan	10/07/2015	721	2.6040	Buy
Tristan Offshore	10/07/2015	159	2.6040	Buy

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

None

**Item 7. Material to Be Filed as Exhibits**

Letter to Mr. Mark C. Bozek, Chief Executive Officer of the Company.  
December 3, 2015

**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.

Dated: December 3, 2015

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

## Annex "A"

**MANAGERS AND GENERAL PARTNERS OF THE REPORTING PERSON AND THE INVESTMENT VEHICLES**

The following sets forth the name, principal occupation, citizenship or jurisdiction of organization and principal place of business of the directors, general partners, managing members or controlling persons of the Reporting Person and the Investment Vehicles (the "Covered Persons") indicated below:

**J. Carlo Cannell**

Name:	J. Carlo Cannell
Title or Relationship with Reporting Person:	Managing Member
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

**Cannell Capital LLC**

Name:	J. Carlo Cannell
Title or Relationship with Reporting Person:	Managing Member
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

**Tonga Partners, L.P.**

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser and General Partner
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

**The Cuttyhunk Master Portfolio**

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Subadviser
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

**Tristan Partners, L.P.**

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser and General Partner
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Wyoming, United States
Principal Place of Business:	(1)

**Tristan Offshore Fund, Ltd.**

Name:	Cannell Capital LLC
Title or Relationship with Reporting Person:	Investment Adviser
Principal Occupation or Employment:	Investment Management
Citizenship or Jurisdiction of Organization:	Cayman Islands
Principal Place of Business:	(2)

Annex "B"

**Agreement Regarding the Joint Filing of Schedule 13D**

- 1) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf each of them;
- 2) Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: December 3, 2015

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

December 3, 2015

Mr. Mark C. Bozek  
Chief Executive Officer and Director  
EVINE Live Inc.  
6740 Shady Oak Road  
Eden Prairie, MN 55344

Dear Mr. Bozek,

As you know, Cannell Capital has been a supportive shareholder of EVINE Live, Inc. ("EVLV") and its predecessor entities since April 1, 2011.

Per our discussion on November 24, 2015, please convey to the members of the Board of Directors my request that EVLV: (i) buy back no less than 15% of its common shares by means of a single price (\$2.00) tender or modified "Dutch Auction" tender using a price range of \$1.95 to \$2.10. The SEC forms required to conduct this efficient and low-cost tender attached; and (ii) appoint Charles M. Gillman to the Board of Directors of EVLV. A copy of Mr. Gillman's credentials is being sent to you under separate cover.

We believe EVLV is at the end of a painful six-year turnaround. The wisps of growth, although not linear, appear evident to us. Although the turn isn't obvious, the considerable operating leverage in EVLV's fixed cost business is.

You have cleaned up the capital structure, reduced "carriage" costs, improved channel positions and reinvigorated merchandise to make such more relevant and "fun". EVLV signed two contracts in Fall 2015 to expand distribution. The Verizon contract expands HD delivery to five million homes. You have also launched Evine Too, another channel, a three-hour delayed feed to Time Warner cable systems reaching 2.5 million homes in Western time zones. Good work.

In October 2015, QVC - the industry behemoth - bought Zulily at 1.9x sales and 38x EBITDA. This acquisition makes strategic sense and likely portends a similar outcome for the transitioning, but largely orphaned, EVLV in our opinion. Using a like revenue multiple implies \$22 per share for EVLV - 1,150% higher than EVLV's price today (\$1.95).

EVLV's comparison to ZU may seem a stretch, but there are some similarities. Digital commerce "flash sales" and entertainment provided by both ZU and EVLV do entice/stimulate prospective purchasers to act out of excitement and the perception of scarcity. Thanks to you, EVLV has already had some initial success bringing on "Brands with Fans" to drive digital traffic and television viewership. When Nicole Curtis launched in August 2015, she posted to Facebook a 20 second video which immediately attracted 220,000 people viewers and half of the \$1 million in sales in the 12 hours following launch were from new customers most of which were a function of this Facebook posting. In September 2015, EVLV aired a five minute promotion with Marshawn Lynch promoting Skittles. The campaign resulted in 290 million social media impressions and placed the EVINE Live brand in the feed of over one-third of all Twitter users. Wow! Therein lies the opportunity for EVLV.

It is for this reason that the board should and must act rapidly to tender for EVLV's shares. Time is of the essence. By the time the turn becomes obvious, the stock may likely be materially higher or, worse yet, you may not be able to defend against a "take under".

Buy straw hats in the winter.

Sincerely,

J. Carlo Cannell  
Managing Member