
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

MAY 20, 2003

Date of report (Date of earliest event reported)

VALUEVISION MEDIA, INC.

(Exact Name of Registrant as Specified in its Charter)

MINNESOTA

0-20243

41-1673770

(State of Incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

6740 SHADY OAK ROAD
EDEN PRAIRIE, MINNESOTA

55344-3433

(Address of principal executive offices)

(Zip Code)

Telephone Number: (952) 943-6000

(Registrant's Telephone Number, Including Area Code)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

99 Press Release dated May 20, 2003.

ITEM 9. REGULATION FD DISCLOSURE

The information in this section is being furnished to, but not filed with, the Securities and Exchange Commission (the "Commission") solely under Item 12 of Form 8-K, "Results of Operations and Financial Condition," pursuant to interim procedures promulgated by the Commission in Release No. 33-8216 issued March 27, 2003.

On May 20, 2003, ValueVision Media, Inc. issued a press release that included financial information for its fiscal first quarter ended April 30, 2003. A copy of the press release is attached as Exhibit 99 to this Form 8-K.

EBITDA represents operating income for the respective periods excluding depreciation and amortization expense. Management views EBITDA as an important alternative operating performance measure because it is commonly used by analysts and institutional investors in analyzing the financial performance of companies in the broadcast and television home shopping sectors. However, EBITDA should not be construed as an alternative to operating income or to cash flows from operating activities (as determined in accordance with generally accepted accounting principles) and should not be construed as an indication of operating performance or as a measure of liquidity. EBITDA, as presented, may not be comparable to similarly entitled measures reported by other companies.

Our management uses EBITDA, among other criteria, to evaluate our operating performance and as a measure of performance for incentive compensation purposes.

Exhibit 99 includes an outlook for the second quarter ending July 31, 2003 that EBITDA for such quarter is expected to be \$2.0 million to \$4.0 million. Operating income, which includes depreciation and amortization expense, is expected to range from \$(2.7) million to \$(0.7) million. The difference between these measures includes approximately \$4.7 million of depreciation and amortization expense.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 22, 2003

VALUEVISION MEDIA, INC.

By /s/ Nathan E. Fagre

*Nathan E. Fagre
Senior Vice President, General
Counsel and Secretary*

EXHIBIT INDEX

No.	Description	Manner of Filing
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99	Press Release dated May 20, 2003.....	Filed Electronically

EXHIBIT 99

[VALUEVISION. LOGO] VALUEVISION MEDIA

6740 Shady Oak Road
Minneapolis, MN 55344-3433
Contact: Anthony Giombetti
Director, Corporate Communications
952-943-6017, agiombetti@shopnbc.com

For Immediate Release

**VALUEVISION MEDIA REPORTS RECORD FISCAL FIRST QUARTER 2003
TV AND INTERNET SALES
Company Meets Guidance, Exceeds Topline Estimates**

MINNEAPOLIS, MINN. -- MAY 20, 2003 -- VALUEVISION MEDIA (NASDAQ: VVTV), which owns and operates ShopNBC and ShopNBC.com, today announced financial results for the first quarter ended April 30, 2003.

FINANCIAL AND DISTRIBUTION HIGHLIGHTS FOR THE FIRST QUARTER ENDED APRIL 30, 2003

- o Consolidated net sales a first quarter record \$143 million, up 8% over prior-year period
- o Internet net sales a first quarter record \$25 million, up 8% over previous-year quarter
- o EBITDA (as defined below) was \$4.4 million
- o Full-time equivalent (FTE) homes of 52.6 million, up 2.1 million from last quarter

"The past few months continued to present a challenging retail environment. The confluence of a difficult economy, the war in Iraq, and retail sales in general continue to affect consumer confidence and purchase decision making," said Gene McCaffery, ValueVision Media Chairman and CEO. "Our revenue for the quarter exceeded our expectations with a strong finish in April. We had pre-planned for a difficult sales environment anticipating the conflict in Iraq. Promotional activity was heightened to increase our penetration during lower viewership created by news and events."

Added McCaffery, "We continue to experience significant household growth with each quarter, adding 2.1 million new homes this period in addition to the 2.4 million added last quarter. While the added distribution costs are always challenging in the short run, the positioning for longer-term benefits is compelling. We continue to invest in strengthening our management and buying staff to address the opportunities afforded by these distribution additions, and to better merchandise and price our programs to increase sales and margin per household."

Dick Barnes, ValueVision Media EVP, COO, & CFO, said: "While net sales were higher than expected in the quarter, EBITDA was impacted by approximately \$1.3 million of incremental operating expenses associated with the stronger than expected FTE growth in the period, the establishment of a reserve for a pending litigation settlement, and legal fees for a discontinued business development initiative. Gross margin of 37% improved again versus the prior quarter, but continued to be impacted by higher levels of promotion in a difficult retail environment."

Added Barnes, "Cash, cash equivalents, and short-term investments ended the quarter at \$138 million. Inventory balances declined again by a further \$2 million and have returned to more normalized levels. Finally, we repurchased 567,000 shares of common stock at average prices of \$10.90 per share or \$6.2 million."

EBITDA as reported was \$4.4 million. The Company defines EBITDA as its operating income for respective periods being reported excluding depreciation and amortization expense. This includes a gain of \$4.4 million on the previously reported sale of 10 low-powered television stations, which closed during the quarter. Net income was \$532,000 inclusive of the item identified above. There has been no tax provision recorded in the current quarter due to the Company's ability to utilize previously reserved capital loss carryforwards against the low-power television station gain.

BUSINESS HIGHLIGHTS FOR THE FIRST QUARTER ENDED APRIL 30, 2003

ValueVision Media Completes Purchase of Full Power Television Station WWDP in Boston, Completes Sale of Low Power Television Stations

- o ShopNBC Continues to Add New Brands and Shows
- o ShopNBC Credit Card Surpasses 150,000 Account Holders
- o FanBuzz Continues to Expand Client List
- o Annual Shareholders' Meeting Announced

VALUEVISION MEDIA COMPLETES PURCHASE OF FULL POWER TELEVISION STATION WWDP IN BOSTON, COMPLETES SALE OF LOW POWER TELEVISION STATIONS

During the quarter, ValueVision completed the purchase of the full power television station WWDP TV-46 in Boston, which reaches approximately 1.8 million cable households. The Company invested approximately \$33 million to acquire the television station in order to build a long-term and cost effective distribution strategy in the attractive Boston area. The deal closed with FCC approval. ValueVision also completed the sale of 10 low power television stations for approximately \$5 million in the period, resulting in a \$4.4 million gain on the sale.

SHOPNBC CONTINUES TO ADD NEW BRANDS AND SHOWS

ShopNBC continued to add new brands and shows to its programming line-up. During the first quarter, the Company entered into commerce agreements with Dell, Discovery Channel's retail division, Sirius Satellite Radio, Danbury Mint, Premier Collectibles (coins), Versace and Mikasa crystal, Dirt Devil, and Cuisinart, to mention a few. These developments are the latest additions to an on-going list of brand names including Bose, Solutions, AOL, Gevalia, ProFlowers, and Omaha Steaks.

SHOPNBC CREDIT CARD SURPASSES 150,000 ACCOUNT HOLDERS

ShopNBC achieved a milestone with its 18 month old private label credit card by surpassing the 150,000 account holders mark with an open-to-buy of approximately \$300 million. The ShopNBC card has proven to be a successful marketing promotion and customer loyalty tool as well as financially attractive because it generates incremental revenue to our top line and significant savings to our bottom line by lowering processing fees.

FANBUZZ CONTINUES TO EXPAND CLIENT LIST

FanBuzz, a wholly owned subsidiary of ValueVision and a leading provider of e-commerce solutions to major media and brand companies, continued to expand its client list of sports and entertainment media companies during the first quarter. In addition to signing e-commerce and fulfillment agreements with the Arena Football League and two national governing bodies of amateur sports (USA Basketball, and USA Gymnastics), FanBuzz also now powers the online store of The Weather Channel.

ANNUAL SHAREHOLDERS' MEETING ANNOUNCED

The Company will hold its Annual Shareholders Meeting on Thursday, June 26, 2003 at the Marriott Southwest in Minnetonka, MN, from 10:00 a.m. to noon. Details will be mailed to shareholders of record in late May.

OUTLOOK FOR THE SECOND QUARTER ENDING JULY 31, 2003

- o Consolidated net sales expected to be \$142 million to \$147 million, up 11% to 15% over the prior- year period
- o EBITDA for the quarter expected to be \$2 million to \$4 million

"With the war in Iraq behind us and signs of improvement in consumer confidence, we are cautiously optimistic as we look forward," said Barnes. "However, we do expect the retail promotional environment to remain challenging in the short-term. Moreover, we will continue to invest in expanding our program distribution and putting in place the building blocks to support category diversification."

This release contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are accordingly subject to uncertainty and changes in circumstances. Actual results may vary materially from the expectations contained herein due to various important factors, including (but not limited to): consumer spending and debt levels; interest rates; competitive pressures on sales, pricing and gross profit margins; the level of cable

distribution for the Company's programming and the fees associated therewith; the success of the Company's e-commerce initiatives; the success of its strategic alliances and relationships; the ability of the Company to manage its operating expenses successfully; risks associated with acquisitions; changes in governmental or regulatory requirements; litigation or governmental proceedings affecting the Company's operations; and the ability of the Company to obtain and retain key executives and employees. More detailed information about those factors is set forth in the Company's filings with the Securities and Exchange Commission, including the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. The Company is under no obligation (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

ValueVision Media operates in the converged world of television, the Internet, and e-commerce. The live home shopping industry, the majority of ValueVision's business, is \$7 billion and growing at a double digit rate annually while the attendant e-commerce space is many times that size and also growing substantially. The Company owns and operates the nation's third largest home shopping network, ShopNBC, with fiscal 2002 sales of \$555 million. At the close of fiscal 2002, ShopNBC was broadcast into approximately 55 million cable and satellite homes. The Company also operates ShopNBC.com, which contributed \$94 million in sales in fiscal 2002. In addition, the Company operates wholly owned subsidiary FanBuzz, a leading provider of e-commerce solutions to sports, entertainment, and media brands, such as the National Hockey League and The Weather Channel. GE Equity and NBC own approximately 40% of ValueVision Media. For more information, please visit the Company's website at www.valuevisionmedia.com

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**VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except share and per share data)

(Unaudited)

	FOR THE THREE MONTHS ENDED APRIL 30,	
	2003	2002
NET SALES	\$ 143,475	\$ 132,849
COST OF SALES	90,386	81,030
Gross profit	53,089	51,819
OPERATING (INCOME) EXPENSE:		
Distribution and selling	47,677	42,352
General and administrative	5,398	4,161
Depreciation and amortization	4,253	3,321
Gain on sale of television stations	(4,417)	--
Total operating (income) expense	52,911	49,834
OPERATING INCOME	178	1,985
OTHER INCOME (EXPENSE):		
Loss on sale and conversion of investments	--	(6)
Unrealized gain on security holdings	--	1,021
Write-down of investments	--	(985)
Equity in losses of affiliates	--	(2,098)
Interest income	354	1,035
Total other income (expense)	354	(1,033)
INCOME BEFORE INCOME TAXES	532	952
Income tax provision	--	343
NET INCOME	532	609
ACCRETION OF REDEEMABLE PREFERRED STOCK	(71)	(70)
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$ 461	\$ 539
NET INCOME PER COMMON SHARE	\$ 0.01	\$ 0.01
NET INCOME PER COMMON SHARE ---ASSUMING DILUTION	\$ 0.01	\$ 0.01
Weighted average number of common shares outstanding:		
Basic	35,981,187	38,153,172
Diluted	42,500,565	46,558,647

SUBSCRIBER INFORMATION (estimated in millions)

	APRIL 30, 2003	JANUARY 31, 2003	APRIL 30, 2002
Full-time Equivalent Subscribers	52.6	50.5	45.2
Total Subscribers	58.6	55.1	53.0
Full-time Subscribers	45.8	44.1	37.7

VALUEVISION MEDIA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	APRIL 30, 2003	JANUARY 31, 2003
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	(In thousands, except share data)	
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 74,749	\$ 55,109
Short-term investments	63,316	113,525
Accounts receivable, net	60,641	76,734
Inventories	59,347	61,246
Prepaid expenses and other	7,193	7,449
	-----	-----
Total current assets	265,246	314,063
PROPERTY AND EQUIPMENT, NET	52,298	39,905
FCC LICENSES	31,943	--
NBC TRADEMARK LICENSE AGREEMENT, NET	24,334	25,141
CABLE DISTRIBUTION AND MARKETING AGREEMENT, NET	5,117	5,341
GOODWILL	9,442	9,442
OTHER INTANGIBLE ASSETS, NET	1,064	1,242
INVESTMENTS AND OTHER ASSETS	10,405	11,140
	-----	-----
	\$ 399,849	\$ 406,274
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 53,977	\$ 56,961
Accrued liabilities	32,396	30,310
Income taxes payable	76	226
	-----	-----
Total current liabilities	86,449	87,497
LONG-TERM CAPITAL LEASE OBLIGATIONS	1,323	1,669
SERIES A REDEEMABLE CONVERTIBLE PREFERRED STOCK, \$.01 PAR VALUE, 5,339,500 SHARES AUTHORIZED; 5,339,500 SHARES ISSUED AND OUTSTANDING	42,533	42,462
SHAREHOLDERS' EQUITY:		
Common stock, \$.01 par value, 100,000,000 shares authorized; 35,657,277 and 36,171,250 shares issued and outstanding	356	362
Common stock purchase warrants; 8,235,343 and 8,235,343 shares	47,638	47,638
Additional paid-in capital	239,677	244,134
Accumulated other comprehensive losses	(2,233)	(2,517)
Deferred compensation	(1,367)	--
Note receivable from officer	(4,115)	(4,098)
Accumulated deficit	(10,412)	(10,873)
	-----	-----
Total shareholders' equity	269,544	274,646
	-----	-----
	\$ 399,849	\$ 406,274
	=====	=====

VALUE VISION MEDIA, INC.
OPERATING STATISTICS

	FIRST QUARTER 30-APR-03 -----	FIRST QUARTER 30-APR-02 -----
ENDING FTE HOUSEHOLDS: (IN MILLIONS)		
Cable	34.4	29.1
Satellite	18.2	16.1

Total	52.6	45.2
	=====	
SHOPNBC MERCHANDISE SALES MIX:		
Jewelry	68%	71%
Computers & Accessories	15%	16%
Others	17%	13%

Total	100%	100%
	=====	
EBITDA (AS DEFINED) (000'S) (A)	\$ 4,431	\$ 5,306
	=====	
A reconciliation of EBITDA to operating income is as follows:		
EBITDA as presented	\$ 4,431	\$ 5,306
Less:		
Depreciation and amortization	(4,253)	(3,321)

Operating income	\$ 178	\$ 1,985
	=====	

(a) EBITDA as defined for this statistical presentation represents operating income for the respective periods excluding depreciation and amortization expense.