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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended November 3, 2007

OR

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

For the transition period from ________ to ________

Commission File Number 0-20243

VALUEVISION MEDIA, INC.

(Exact name of registrant as specified in its charter)

Minnesota	41-1673770
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6740 Shady Oak Road, Eden Prairie, MN 55344
(Address of principal executive offices)

952-943-6000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES ☑ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer.

Large Accelerated filer ☐ Accelerated filer ☑ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES ☐ NO ☑

As of December 7, 2007, there were 35,930,578 shares of the registrant's common stock, $.01 par value per share, outstanding.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES

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PART I — Financial Information

ITEM 1. Financial Statements

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	November 3, 2007 (Unaudited)	February 3, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 20,755	$ 41,496
Short-term investments	82,039	29,798
Accounts receivable, net	105,344	117,169
Inventories	80,914	66,622
Prepaid expenses and other	5,009	5,360
Total current assets	294,061	260,445
Property & equipment, net	36,768	40,107
FCC broadcasting license	31,943	31,943
NBC trademark license agreement, net	11,414	12,234
Cable distribution and marketing agreement, net	1,088	1,759
Other assets	738	5,492
	$ 376,012	$ 351,980
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 66,409	$ 57,196
Accrued liabilities	54,786	47,709
Deferred revenue	599	369
Total current liabilities	121,794	105,274
Other long-term obligations	—	2,553
Deferred revenue	2,295	1,699
Series A Redeemable Convertible Preferred Stock, $.01 per share par value, 5,339,500 shares authorized; 5,339,500 shares issued and outstanding	43,825	43,607
Shareholders' equity:		
Common stock, $.01 per share par value, 100,000,000 shares authorized; 35,930,578 and 37,593,768 shares issued and outstanding	359	376
Warrants to purchase 4,036,858 shares of common stock	22,972	22,972
Additional paid-in capital	273,566	287,541
Accumulated deficit	(88,799)	(112,042)
Total shareholders' equity	208,098	198,847
	$ 376,012	$ 351,980

The accompanying notes are an integral part of these condensed consolidated financial statements.

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

(Unaudited)
(In thousands, except share and per share data)

	For the Three Month Periods Ended		For the Nine Month Periods Ended	
	November 3, 2007	November 4, 2006	November 3, 2007	November 4, 2006
Net sales	$ 184,821	$ 184,886	$ 563,543	$ 550,592
Cost of sales	119,837	121,311	365,124	358,588
(exclusive of depreciation and amortization shown below)				
Operating expense:				
Distribution and selling	59,126	55,069	179,619	165,470
General and administrative	5,423	7,476	19,128	21,339
Depreciation and amortization	4,734	5,777	15,581	16,527
Restructuring costs	1,061	—	3,104	—
CEO transition costs	2,096	—	2,096	—
Asset impairments and write offs	—	—	—	29
Total operating expense	72,440	68,322	219,528	203,365
Operating loss	(7,456)	(4,747)	(21,109)	(11,361)
Other income:				
Other income (expense)	—	—	(119)	350
Interest income	1,728	990	4,543	2,951
Total other income	1,728	990	4,424	3,301
Loss before income taxes and equity in income of affiliates	(5,728)	(3,757)	(16,685)	(8,060)
Gain on sale of RLM investment	—	—	40,240	—
Equity in income of affiliates	—	646	609	2,192
Income tax provision	—	(15)	(921)	(45)
Net income (loss)	(5,728)	(3,126)	23,243	(5,913)
Accretion of redeemable preferred stock	(73)	(73)	(218)	(217)
Net income (loss) available to common shareholders	$ (5,801)	$ (3,199)	$ 23,025	$ (6,130)
Net income (loss) per common share	$ (0.16)	$ (0.09)	$ 0.54	$ (0.16)
Net income (loss) per common share — assuming dilution	$ (0.16)	$ (0.09)	$ 0.54	$ (0.16)
Weighted average number of common shares outstanding:				
Basic	36,330,800	37,628,215	42,438,322	37,700,351
Diluted	36,330,800	37,628,215	42,458,720	37,700,351

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 3, 2007
(Unaudited)
(In thousands, except share data)

	Comprehensive Income	Common Stock Number of Shares	Common Stock Par Value	Common Stock Purchase Warrants	Additional Paid-In Capital	Accumulated Deficit	Total Shareholders' Equity
BALANCE, February 3, 2007		37,593,768	$ 376	$22,972	$287,541	$ (112,042)	$ 198,847
Net income	$ 23,243	—	—	—	—	23,243	23,243
Repurchase of common stock		(1,754,172)	(18)		(16,085)		(16,103)
Exercise of stock options and common stock issuances		90,982	1	—	539	—	540
Share-based payment compensation		—	—	—	1,789	—	1,789
Accretion on redeemable preferred stock		—	—	—	(218)	—	(218)
BALANCE, November 3, 2007		35,930,578	$ 359	$22,972	$273,566	$ (88,799)	$ 208,098

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC.
AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	For the Nine Month Periods Ended	
	November 3, 2007	November 4, 2006
OPERATING ACTIVITIES:		
Net income (loss)	$ 23,243	$ (5,913)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation and amortization	15,581	16,527
Share-based payment compensation	1,789	1,349
Common stock issued to employees	12	15
Asset impairments and write offs	428	179
Equity in earnings of affiliates	(609)	(2,192)
Amortization of deferred revenue	(216)	(28)
Gain on sale of investments	(40,240)	(500)
Changes in operating assets and liabilities:		
Accounts receivable, net	11,825	(9,810)
Inventories	(14,293)	(15,180)
Prepaid expenses and other	506	377
Deferred revenue	1,041	1,000
Accounts payable and accrued liabilities	12,961	10,621
Net cash provided by (used for) operating activities	12,028	(3,555)
INVESTING ACTIVITIES:		
Property and equipment additions	(8,704)	(8,641)
Purchase of short-term investments	(82,913)	(20,627)
Proceeds from sale of short-term investments	30,673	30,949
RLM dividends	—	250
Proceeds from sale of investments	43,750	500
Net cash (used for) provided by investing activities	(17,194)	2,431
FINANCING ACTIVITIES:		
Payments for repurchases of common stock	(16,103)	(4,698)
Proceeds from exercise of stock options	528	939
Payment of long-term obligation	—	(222)
Net cash used for financing activities	(15,575)	(3,981)
Net decrease in cash and cash equivalents	(20,741)	(5,105)
BEGINNING CASH AND CASH EQUIVALENTS	41,496	43,143
ENDING CASH AND CASH EQUIVALENTS	$ 20,755	$ 38,038
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 2	$ 14
Income taxes paid	$ 695	$ 13
SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Common stock purchase warrants forfeited	$ —	$ 1,175
Property and equipment purchases included in accounts payable	$ 514	$ 335
Accretion of redeemable preferred stock	$ 218	$ 217

The accompanying notes are an integral part of these condensed consolidated financial statements.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
November 3, 2007
(Unaudited)

(1) General

ValueVision Media, Inc. and its subsidiaries (the “Company”) is an integrated direct marketing company that markets, sells and distributes its products directly to consumers through various forms of electronic media and direct-to-consumer mailings. The Company’s operating strategy as a multi-channel retailer incorporates television home shopping, internet e-commerce, direct mail marketing and fulfillment services.

The Company’s television home shopping business uses on-air spokespersons to market brand name and private label consumer products at competitive prices. The Company’s live 24-hour per day television home shopping programming is distributed primarily through cable and satellite affiliation agreements and the purchase of month-to-month full and part-time lease agreements of cable and broadcast television time. In addition, the Company distributes its programming through one Company-owned full power television station in Boston, Massachusetts. The Company also markets a broad array of merchandise through its internet shopping websites, www.shopnbc.com and www.shopnbc.tv.

The Company has an exclusive license agreement with NBC Universal, Inc. (“NBC”), pursuant to which NBC granted the Company worldwide use of an NBC-branded name and the peacock image for a 10.5-year period. The Company rebranded its television home shopping network and internet shopping website as “ShopNBC” and “ShopNBC.com”, respectively, in June 2001.

The Company, through its wholly owned subsidiary, VVI Fulfillment Center, Inc. (“VVIFC”), provides fulfillment and warehousing services for the fulfillment of merchandise sold by the Company. VVIFC also provides fulfillment, warehousing, customer service and telemarketing services to Ralph Lauren Media, LLC (“RLM”), the operator of the Polo.com e-commerce business.

(2) Basis of Financial Statement Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed consolidated financial statements includes normal recurring accruals and reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate, it is suggested that these interim condensed consolidated financial statements be read in conjunction with the Company’s most recent audited financial statements and notes thereto included in its annual report on Form 10-K for the fiscal year ended February 3, 2007. Operating results for the three and nine-month periods ended November 3, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending February 2, 2008.

The accompanying condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Fiscal Year

The Company’s most recently completed fiscal year ended on February 3, 2007 and is designated “fiscal 2006”. The Company’s fiscal year ending February 2, 2008 is designated “fiscal 2007.” The Company reports on a 52/53 week fiscal year which ends on the Saturday nearest to January 31. The 52/53 week fiscal year allows for the weekly and monthly comparability of sales results relating to the Company’s television home-shopping business.

(3) Stock Option Compensation

The Company accounts for stock-based compensation arrangements in accordance with Statement of Financial Accounting Standards No. 123(R) (revised 2004), “Share-Based Payment.” Compensation is recognized for all stock-based compensation arrangements by the Company, including employee and non-employee stock options granted after February 2, 2006 and all unvested stock-based compensation arrangements granted prior to February 2, 2006 as of such date, commencing with the quarter ended May 6, 2006. Stock-based compensation expense in the third quarter of fiscal 2007 and the third quarter of fiscal 2006 related to stock option awards was $382,000 and $393,000, respectively. Stock-based compensation expense in the nine-month periods ended November 3, 2007 and November 4, 2006 related to stock option awards was $1,394,000 and $1,138,000, respectively. The Company has not recorded any income tax benefit from the exercise of stock options due to the uncertainty of realizing income tax benefits in the future.

As of November 3, 2007, the Company had two active omnibus stock plans for which stock awards can be currently granted: the 2004 Omnibus Stock Plan (as amended and restated in fiscal 2006) which provides for the issuance of up to 4,000,000 shares of the Company’s common stock; and the 2001 Omnibus Stock Plan which provides for the issuance of up to 3,000,000 shares of the Company’s stock. These plans are administered by the human resources and compensation committee of the board of directors (“Compensation Committee”) and provide for awards for employees, directors and consultants. All employees and directors of the Company and its affiliates are eligible to receive awards under the plans. The types of awards that may be granted under these plans include restricted and unrestricted stock, incentive and nonstatutory stock options, stock appreciation rights, performance units, and other stock-based awards. Incentive stock options may be granted to employees at such exercise prices as the Compensation Committee may determine but not less than 100% of the fair market value of the underlying stock as of the date of grant. No incentive stock option may be granted more than ten years after the effective date of the respective plan’s inception or be exercisable more than ten years after the date of grant. Options granted to outside directors are nonstatutory stock options with an exercise price equal to 100% of the fair market value of the underlying stock as of the date of grant. Options granted under these plans are exercisable and generally vest over three years in the case of employee stock options and vest immediately on the date of grant in the case of director options, and generally have contractual terms of either five years from the date of vesting or ten years from the date of grant. Prior to the adoption of the 2004 and 2001 plans, the Company had other incentive stock option plans in place in which stock options were granted to employees under similar vesting terms. The Company no longer makes any further grants from these other plans. The Company has also granted non-qualified stock options to current and former directors and certain employees with similar vesting terms.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option pricing model that uses assumptions noted in the following table. Expected volatilities are based on the historical volatility of the Company’s stock. Expected term is calculated using the simplified method taking into consideration the option’s contractual life and vesting terms. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. Expected dividend yields were not used in the fair value computations as the Company has never declared or paid dividends on its common stock and currently intends to retain earnings for use in operations.

	Fiscal 2007	Fiscal 2006
Expected volatility	33% - 34%	33% - 35%
Expected term (in years)	6 years	6 years
Risk-free interest rate	4.5% - 5.06%	4.7% - 5.12%

A summary of the status of the Company's stock option activity as of November 3, 2007 and changes during the nine months then ended is as follows:

	2004 Incentive Stock Option Plan	Weighted Average Exercise Price	2001 Incentive Stock Option Plan	Weighted Average Exercise Price	1990 Incentive Stock Option Plan	Weighted Average Exercise Price	Other Non-Qualified Stock Options	Weighted Average Exercise Price	1994 Executive Stock Option Plan	Weighted Average Exercise Price
Balance outstanding, February 3, 2007	1,734,000	$ 12.08	1,624,000	$ 14.44	462,000	$ 18.03	1,838,000	$ 15.89	356,000	$ 27.57
Granted	30,000	11.65	526,000	10.58	—	—	—	—	—	—
Exercised	(48,000)	10.58	—	—	(1,000)	10.69	—	—	—	—
Forfeited or canceled	(197,000)	12.30	(513,000)	14.68	(421,000)	18.45	(401,000)	17.80	(356,000)	27.57
Balance outstanding, November 3, 2007	1,519,000	$ 12.09	1,637,000	$ 13.13	40,000	$ 13.94	1,437,000	$ 15.35	—	$ —
Options exercisable at: November 3, 2007	1,347,000	$ 12.09	975,000	$ 14.54	40,000	$ 13.94	1,403,000	$ 15.46	—	$ —

The following table summarizes information regarding stock options outstanding at November 3, 2007:

Option Type	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value	Vested or Expected to Vest	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
2004 Incentive:	1,519,000	$ 12.09	7.2	$ —	1,501,000	$ 12.09	7.2	$ —
2001 Incentive:	1,637,000	$ 13.13	6.6	$ —	1,571,000	$ 13.22	5.6	$ —
1990 Incentive:	40,000	$ 13.94	1.4	$ —	40,000	$ 13.94	1.4	$ —
Other Non-qualified:	1,437,000	$ 15.35	5.1	$ —	1,403,000	$ 15.46	5.0	$ —
1994 Executive:	—	$ —	—	$ —	—	$ —	—	$ —

The weighted average grant-date fair value of options granted in the nine months of fiscal 2007 and 2006 was $4.50 and $4.88, respectively. The total intrinsic value of options exercised during the first nine months of fiscal 2007 and 2006 was $52,000 and $1,124,000, respectively. As of November 3, 2007, total unrecognized compensation cost related to stock options was $2,960,000 and is expected to be recognized over a weighted average period of approximately 1.4 years.

(4) Net Income (Loss) Per Common Share

The Company calculates earnings per share ("EPS") in accordance with the provisions of Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS No. 128"). Basic EPS is computed by dividing reported earnings applicable to common shareholders by the weighted average number of common shares outstanding for the reported period following the two-class method. The effect of our participating convertible preferred stock is included in basic earnings per share under the two-class method per EITF 03-6, "Participating Securities and the Two-Class Method" if dilutive. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock of the Company during reported periods.

A reconciliation of EPS calculations and the number of shares used in the calculation of basic EPS under the two-class method and diluted EPS under SFAS No. 128 is as follows:

	Three Month Periods Ended		Nine Month Periods Ended	
	November 3, 2007	November 4, 2006	November 3, 2007	November 4, 2006
Net income (loss) available to common shareholders	$ (5,801,000)	$ (3,199,000)	$23,025,000	$ (6,130,000)
Weighted average number of common shares outstanding using two-class method	36,331,000	37,628,000	37,098,000	37,700,000
Effect of participating convertible preferred stock	—	—	5,340,000	—
Weighted average number of common shares outstanding using two-class method — Basic	36,331,000	37,628,000	42,438,000	37,700,000
Dilutive effect of stock options, non-vested shares and warrants	—	—	21,000	—
Weighted average number of common shares outstanding — Diluted	36,331,000	37,628,000	42,459,000	37,700,000
Net income (loss) per common share	$ (0.16)	$ (0.09)	$ 0.54	$ (0.16)
Net income (loss) per common share-assuming dilution	$ (0.16)	$ (0.09)	$ 0.55	$ (0.16)

In accordance with SFAS No. 128, for the three-month periods ended November 3, 2007 and November 4, 2006, approximately 58,000 and 206,000, respectively in-the-money potentially dilutive common share stock options and warrants and 5,340,000 shares of convertible preferred stock have been excluded from the computation of diluted earnings per share, as the effect of their inclusion would be antidilutive. For the nine-month period ended November 4, 2006, approximately 235,000 in-the-money potentially dilutive common share stock options and warrants and 5,340,000 shares of convertible preferred stock have been excluded from the computation of diluted earnings per share, as the effect of their inclusion would be antidilutive.

(5) Comprehensive Income (Loss)

The Company reports comprehensive income (loss) in accordance with Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" ("SFAS No. 130"). SFAS No. 130 establishes standards for reporting in the financial statements all changes in equity during a period, except those resulting from investments by and distributions to owners. For the Company, comprehensive income (loss) includes net income (loss) and other comprehensive income (loss). Total comprehensive loss was $(5,728,000) and $(3,126,000) for the three-month periods ended November 3, 2007 and November 4, 2006, respectively. Total comprehensive income (loss) was $23,243,000 and $(5,913,000) for the nine-month periods ended November 3, 2007 and November 4, 2006, respectively. The Company no longer has any long-term equity investments classified as "available-for-sale."

(6) Segment Disclosures

Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS No. 131"), requires the disclosure of certain information about operating segments in financial statements. The Company's reportable segments are based on the Company's method of internal reporting. The Company's primary business segment is its electronic media segment, which consists of the Company's television home shopping business and internet shopping website business. Management has reviewed the provisions of SFAS No. 131 and has determined that the Company's television and internet home shopping businesses meet the aggregation criteria as outlined in SFAS No. 131 since these two businesses have similar customers, products, economic characteristics and sales processes. Products sold through the Company's electronic media segment primarily include jewelry, watches, computers and other electronics, housewares, apparel, health and beauty aids, fitness products, giftware, collectibles, seasonal items and other merchandise. The Company's segments currently operate in the United States and no one customer represents more than 5% of the Company's overall revenue. There are no material intersegment product sales. Segment information as of and for the three and nine month periods ended November 3, 2007 and November 4, 2006 are as follows:

Three-Month Periods Ended (in thousands)	ShopNBC & ShopNBC.com	Fulfillment Services (a)	Equity Investments (b)	Total
November 3, 2007				
Revenues	$ 181,514	$ 3,307	$ —	$184,821
Operating (loss) income	(8,357)	901	—	(7,456)
Depreciation and amortization	4,614	120	—	4,734
Interest income	1,728	—	—	1,728
Income taxes	—	—	—	—
Net income (loss)	(6,539)	811	—	(5,728)

Three-Month Periods Ended (in thousands)	ShopNBC & ShopNBC.com	Fulfillment Services (a)	Equity Investments (b)	Total
Identifiable assets	369,882	6,130	—	376,012
November 4, 2006				
Revenues	$ 182,312	$ 2,574	$ —	$184,886
Operating (loss) income	(4,785)	38	—	(4,747)
Depreciation and amortization	5,607	170	—	5,777
Interest income	990	—	—	990
Income taxes	(15)	—	—	(15)
Net income (loss)	(3,735)	(37)	646	(3,126)
Identifiable assets, February 3, 2007	341,873	5,338	3,325	350,536

Nine-Month Periods Ended (in thousands)	ShopNBC & ShopNBC.com	Fulfillment Services (a)	Equity Investments (b)	Total
November 3, 2007				
Revenues	$ 553,892	$ 9,651	$ —	$563,543
Operating (loss) income	(23,054)	1,945	—	(21,109)
Depreciation and amortization	15,143	438	—	15,581
Interest income	4,543	—	—	4,543
Income taxes	(149)	(12)	(760)	(921)
Net income (loss)	(19,269)	1,663	40,849	23,243
Identifiable assets	369,882	6,130	—	376,012
November 4, 2006				
Revenues	$ 543,083	$ 7,509	$ —	$550,592
Operating (loss) income	(11,780)	419	—	(11,361)
Depreciation and amortization	16,007	520	—	16,527
Interest income	2,951	—	—	2,951
Income taxes	(45)	—	—	(45)
Net income (loss)	(8,301)	196	2,192	(5,913)
Identifiable assets, February 3, 2007	341,873	5,338	3,325	350,536

(a) Revenues from segments below quantitative thresholds are attributable to VVIFC, which provides fulfillment, warehousing and telemarketing services primarily to RLM and the Company. The Company anticipates that this services agreement with RLM will end in the first quarter of fiscal 2008 as RLM migrates to its own customer service, warehousing and fulfillment facilities.

(b) Equity investment assets and net income and gains from equity investments consist of long-term investments and earnings from equity investments accounted for under the equity method of accounting and are not directly assignable to a business unit.

Information on net sales from continuing operations by significant product groups are as follows (in thousands):

	Three-Month Periods Ended		Nine-Month Periods Ended	
	November 3, 2007	November 4, 2006	November 3, 2007	November 4, 2006
Jewelry	$ 68,821	$ 61,633	$ 217,717	$ 211,057
Home, Electronics and all other merchandise categories	57,140	69,599	180,829	182,530
Watches, apparel and health & beauty	45,810	42,228	127,837	121,811
All other revenue, less than 10% each	13,050	11,426	37,160	35,194
Total	$ 184,821	$ 184,886	$ 563,543	$ 550,592

(7) Related Party Transactions

In conjunction with its services agreement with RLM, the Company records revenue for amounts billed to RLM for customer service and fulfillment services. Revenues recorded from these services were $3,307,000 and $2,574,000 for the quarters ended November 3, 2007 and November 4, 2006, respectively and were $9,651,000 and $7,509,000 for the nine month periods ended November 3, 2007 and November 4, 2006, respectively. Amounts due from RLM were $1,185,000 and $994,000 as of November 3, 2007 and February 3, 2007, respectively. On March 28, 2007, VVIFC and RLM entered into an amendment to the agreement for services providing for certain changes to the agreement, including a potential extension of the term at RLM's option. The Company anticipates that this services agreement with RLM will end in the first quarter of fiscal 2008 as RLM migrates to its own customer service, warehousing and fulfillment facilities.

The Company entered into an agreement with RightNow Technologies, Inc. ("RightNow") in 2005 under which the Company purchased software applications which enable the Company to utilize certain customer services technologies developed by RightNow. The Company's former President and Chief Executive Officer, William J. Lansing, serves on the board of directors of RightNow. The Company made payments totaling approximately $46,000 during fiscal 2007 (as of November 3, 2007) and $171,000 during fiscal 2006 for this technology and annual software maintenance fees relating to this technology and other services.

The Company entered into a Private Label Credit Card and Co-Brand Credit Card Consumer Program Agreement with GE Money Bank for the financing of private label credit card purchases from ShopNBC and for the financing of co-brand credit card purchases of products and services from other non-ShopNBC retailers. GE Money Bank, the issuing bank for the program, is indirectly wholly-owned by the General Electric Company ("GE"), which is also the parent company of NBC and GE Commercial Finance — Equity. NBC and GE Commercial Finance — Equity have a substantial percentage ownership in the Company and together have the right to select three members of the Company's board of directors.

The Company and NBC are partners in a ten-year Distribution and Marketing Agreement dated March 8, 1999 that provides that NBC shall have the exclusive right to negotiate on behalf of the Company for the distribution of its home shopping television programming service. As compensation for these services, the Company currently pays NBC an annual fee of approximately $925,000.

(8) Restricted Stock

On June 28, 2007, the Company granted a total of 40,000 shares of restricted stock from the Company's 2004 Omnibus Stock Plan to its five non-management directors elected by the holders of the Company's common stock (in contrast to the three directors elected by the holders of the Company's preferred stock) as part of the Company's annual director compensation program. The restricted stock vests on the first anniversary of the date of grant. The aggregate market value of the restricted stock at the date of award was $459,000 and is being amortized as director compensation expense over the twelve-month vesting period. On June 21, 2006, the Company granted 40,000 shares of restricted stock from the Company's 2004 Omnibus Stock Plan to its five non-management directors as part of the Company's annual director compensation program. The aggregate market value of the restricted stock at the date of award was $468,000, and was amortized as director compensation expense over the twelve-month vesting period. The shares vested on June 21, 2007. In the second quarter of fiscal 2004, the Company awarded 25,000 shares of restricted stock to certain employees. This restricted stock grant vests over different periods ranging from 17 to 53 months. The aggregate market value of the restricted stock at the award dates was $308,000 and is being amortized as compensation expense over the respective vesting periods. Compensation expense recorded in the first nine months of fiscal 2007 and the first nine months of fiscal 2006 relating to restricted stock grants was $395,000 and $211,000, respectively. As of November 3, 2007, there was $340,000 of total unrecognized compensation cost related to non-vested restricted stock granted. That cost is expected to be recognized over a weighted average period of 0.7 years. The total fair value of restricted stock vested during the first nine months of fiscal 2007 and 2006 was $476,000 and $26,000, respectively.

A summary of the status of the Company's non-vested restricted stock activity as of November 3, 2007 and changes during the nine-month period then ended is as follows:

	Shares	Weighted Average Grant Date Fair Value
Non-vested outstanding, February 3, 2007	60,000	$ 11.87
Granted	40,000	$ 11.47
Vested	(43,000)	$ 11.75
Forfeited	—	—
Non-vested outstanding, November 3, 2007	57,000	$ 11.68

(9) Common Stock Repurchase Program

In August 2006, the Company's board of directors authorized a common stock repurchase program. The program authorizes the Company's management, acting through an investment banking firm selected as the Company's agent, to repurchase up to $10 million of the Company's common stock by open market purchases or negotiated transactions at prices and amounts as determined by the Company from time to time. In May 2007, the Company's board of directors authorized the repurchase of an additional $25 million of the Company's common stock under its stock repurchase program. During the nine months ended November 3, 2007, the Company repurchased a total of 1,754,000 shares of common stock for a total investment of $16,103,000 at an average price of $9.18 per share. During fiscal 2006, the Company repurchased a total of 406,000 shares of common stock for a total investment of $4,698,000 at an average price of $11.57 per share.

(10) Intangible Assets

Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," addresses the financial accounting and reporting standards for the acquisition of intangible assets outside of a business combination and for goodwill and other intangible assets subsequent to their acquisition. The accounting standard requires that goodwill be separately disclosed from other intangible assets in the statement of financial position, and no longer be amortized but tested for impairment annually or whenever an event has occurred that would more likely than not reduce the fair value of the asset below its carrying amount.

Intangible assets have been recorded in connection with the Company's acquisition of the ShopNBC license and with the issuance of distribution warrants to NBC. Intangible assets have also been recorded by the Company as a result of the acquisition of television station WWDP TV-46. Intangible assets in the accompanying consolidated balance sheets consist of the following:

	Weighted Average Life (Years)	November 3, 2007		February 3, 2007	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizable intangible assets:					
NBC trademark license agreement	10.5	$34,437,000	$(23,023,000)	$32,837,000	$(20,603,000)
Cable distribution and marketing agreement	9.5	8,278,000	(7,190,000)	8,278,000	(6,519,000)
		$42,715,000	$(30,213,000)	$41,115,000	$(27,122,000)
Unamortized intangible assets:					
FCC broadcast license		$31,943,000		$31,943,000	

On March 28, 2007, the Company and NBC entered into an agreement to sell their respective equity interests in RLM to Polo Ralph Lauren. Concurrently with the execution of the sale of RLM, the Company also entered into an amendment to its License Agreement with NBC under which NBC agreed to extend the term of the License Agreement for an additional six months to May 15, 2011. The Company determined the fair value of the license extension to be $1,600,000 and extended the life of the agreement for an additional six months. See Note 13.

Amortization expense for the NBC intangible assets was $1,031,000 and $3,091,000, respectively, for the quarter and nine-month period ended November 3, 2007 and $1,031,000 and $3,091,000, respectively, for the quarter and nine-month period ended November 4, 2006. Estimated amortization expense for the next five years is as follows: $4,113,000 in fiscal 2007, $3,943,000 in fiscal 2008, $3,383,000 in fiscal 2009, $3,227,000 in fiscal 2010 and $928,000 in fiscal 2011.

The FCC broadcasting license, which relates to the Company's acquisition of television station WWDP TV-46, is not subject to amortization as a result of its indefinite useful life. The Company tests the FCC license asset for impairment annually, or more frequently if events or changes in circumstances indicate that the asset might be impaired.

(11) Recently Issued Accounting Pronouncements

In February 2007, the FASB issued SFAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"). This statement permits entities to choose to measure many financial instruments and certain other items at fair value. The provisions of SFAS No. 159 are effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the effect that the adoption of SFAS No. 159 will have on its consolidated results of operations and financial condition.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"), to establish a consistent framework for measuring fair value and expand disclosures on fair value measurements. The provisions of SFAS No. 157 are effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the effect that the adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

(12) ShopNBC Private Label and Co-Brand Credit Card Program

In the third quarter of fiscal 2006, the Company introduced and established a new private label and co-brand revolving consumer credit card program (the "Program"). The Program is made available to all qualified consumers for the financing of purchases of products from ShopNBC and for the financing of purchases of products and services from other non-ShopNBC retailers. The Program is intended to be used by cardholders for purchases made primarily for personal, family or household use. The issuing bank is the sole owner of the account issued under the Program and absorbs losses associated with non-payment by cardholders. The issuing bank pays fees to the Company based on the number of credit card accounts activated and on card usage. Once a customer is approved to receive a ShopNBC private label or co-branded credit card and the card is activated, the customer is eligible to participate in the Company's credit card rewards program. Under the rewards program, points are earned on purchases made with the credit cards at ShopNBC and other retailers where the co-branded card is accepted. Cardholders who accumulate the requisite number of points are issued a $50 certificate award towards the future purchase of ShopNBC merchandise. The certificate award expires after twelve months if unredeemed. The Company accounts for the rewards program in accordance with Emerging Issues Task Force ("EITF") issue No. 00-22, "Accounting for "Points" and Certain Other Time-Based or Volume-Based Sales Incentive Offers, and Offers for Free Products or Services to Be Delivered in the Future." The value of points earned is included in accrued liabilities and recorded as a reduction in revenue as points are earned, based on the retail value of points that are projected to be redeemed. The Company accounts for the Private Label and Co-Brand Credit Card Agreement in accordance with EITF No. 00-21, "Revenue Arrangements with Multiple Deliverables." In conjunction with the signing of the Private Label and Co-Brand Credit Card Agreement, the Company received from the issuing bank a signing bonus as an incentive for the Company to enter into the agreement. The bonus has been recorded as deferred revenue in the accompanying financial statements and is being recognized as revenue over the term of the agreement.

(13) Sale of RLM Equity Investment

On March 28, 2007, the Company entered into a Membership Interest Purchase Agreement ("Purchase Agreement") with Polo Ralph Lauren, NBC and certain NBC affiliates, pursuant to which the Company sold its 12.5% membership interest in RLM to Polo Ralph Lauren for an aggregate purchase price of $43,750,000 in cash. As a result of this sales transaction, the Company recorded a per-tax gain of $40,240,000 on the sale of RLM in the first quarter of fiscal 2007. The income tax provision attributable to the gain on sale of RLM of $760,000 was computed using a 2% effective alternative minimum tax rate. The Company utilized approximately $32,186,000 of Federal net operating loss carryforwards and approximately $7,000,000 of state net operating loss carryforwards to compute income subject to the alternative minimum tax. As of November 3, 2007, the Company has gross operating loss carryforwards for Federal and State income tax purposes of approximately $122 million and $7 million, respectively, which begin to expire in January 2022 and 2017, respectively. The full text of the Purchase Agreement is attached as an exhibit to the Company's Current Report on Form 8-K filed with the Commission on April 3, 2007.

Concurrently with the execution of the Purchase Agreement, the Company also entered into an amendment to the License Agreement (for the limited, worldwide use of NBC trademarks, service marks, domain names and logos), under which NBC agreed to extend the term of the License Agreement to May 15, 2011 and to certain limitations on NBC's right to terminate the License Agreement in the event of a change in control of the Company involving a financial buyer. On the same date, the Company and NBC also entered into an amendment to the NBC Distribution Agreement providing for a reduction in the annual affiliate relations and marketing fee paid by the Company to NBC to a market rate.

(14) Restructuring Costs

On May 21, 2007, the Company announced the initiation of a restructuring of its operations that includes a 12% reduction in the salaried workforce, a consolidation of its distribution operations into a single warehouse facility, the exit and closure of a retail outlet store and other cost saving measures. As a result, the Company recorded a $3,104,000 restructuring charge during the nine months ended November 3, 2007. Restructuring costs include employee severance and retention costs associated with the consolidation and elimination of approximately 75 positions across the Company. In addition, restructuring costs also include incremental charges associated with the Company's consolidation of its distribution and fulfillment operations into a single warehouse facility, the closure of a retail outlet store, fixed asset impairments incurred as a direct result of the operational consolidation and closures and restructuring advisory service fees.

The table below sets forth for the nine months ended November 3, 2007, the significant components and activity under the restructuring program:

	Balance at February 3, 2007	Charges	Write-offs	Cash Payments	Balance at November 3, 2007
Severance and retention	$ —	$2,222,000	$ —	$(1,544,000)	$ 678,000
Asset impairments	—	426,000	(426,000)	—	—
Incremental restructuring charges	—	456,000	—	(456,000)	—
	$ —	$3,104,000	$(426,000)	$(2,000,000)	$ 678,000

(15) CEO Transition Costs

On October 26, 2007, the Company announced that William J. Lansing, at the request of the board of directors, had stepped down as president and chief executive officer (CEO) and had left the Company's board of directors. The Company's board appointed John D. Buck, currently the chairman of the board, as the interim CEO. The board has retained Spencer Stuart, a leading global executive search firm, to assist a selection committee of the board in conducting a national search for a new CEO for the Company. In conjunction with Mr. Lansing's resignation, the Company recorded a charge to income of $2,096,000 in the third quarter of fiscal 2007 relating to severance payments which Mr. Lansing is entitled to in accordance with the terms of his employment agreement with the Company.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our accompanying unaudited condensed consolidated financial statements and notes included herein and the audited consolidated financial statements and notes included in our annual report on Form 10-K for the fiscal year ended February 3, 2007.

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The following Management's Discussion and Analysis of Financial Condition and Results of Operations and other materials we file with the Securities and Exchange Commission (as well as information included in oral statements or other written statements made or to be made by us) contain 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; seasonal variations in consumer purchasing activities; changes in the mix of products sold by us; competitive pressures on sales; pricing and sales margins; the level of cable and satellite distribution for our programming and the associated fees; the success of our e-commerce initiatives; the success of our strategic alliances and relationships; our ability to manage our operating expenses successfully; risks associated with acquisitions; changes in governmental or regulatory requirements; litigation or governmental proceedings affecting our operations; the risks identified under "Risk Factors" and "Critical Accounting Policies and Estimates" in our Form 10-K for our fiscal year ended February 3, 2007; significant public events that are difficult to predict, such as widespread weather catastrophes or other significant television-covering events causing an interruption of television coverage or that directly compete with the viewership of our programming; and our ability to obtain and retain key executives and employees. Investors are cautioned that all forward-looking statements involve risk and uncertainty. The facts and circumstances that exist when any forward-looking statements are made and on which those forward-looking statements are based may significantly change in the future, thereby rendering obsolete the forward-looking statements on which such facts and circumstances were based. We are under no obligation (and expressly disclaims any obligation) to update or alter our forward-looking statements whether as a result of new information, future events or otherwise.

OVERVIEW

Company Description

ValueVision Media, Inc. is an integrated direct marketing company that markets its products to consumers through various forms of electronic media and direct-to-consumer mailings. Our operating strategy as a multi-channel retailer incorporates television home shopping, internet e-commerce, direct mail marketing and fulfillment services. Our live 24-hour per day television home shopping programming is distributed primarily through cable and satellite affiliation agreements and on-line through ShopNBC.TV.

Products and Customers

Products sold on our television home shopping network and internet shopping website include jewelry, watches, computers and other electronics, housewares, apparel, cosmetics, seasonal items and other merchandise. Jewelry represents our largest single category of merchandise, representing 38% and 39% of television home shopping and internet net sales for the respective three and nine-month periods ended November 3, 2007 and 35% and 40% of television and internet net sales for the respective three and nine-month periods ended November 4, 2006. Home products, including electronics product categories, represented approximately 36% of television home shopping and internet net sales for the three and nine-month periods ended November 3, 2007, and approximately 41% and 37% of television home shopping and internet net sales for the three and nine-month periods ended November 4, 2006. Watches, apparel and health and beauty product categories represented approximately 26% and 25% of television home shopping and internet net sales for the respective three and nine-month periods ended November 3, 2007, and approximately 24% and 23% of television home shopping and internet net sales for the respective three and nine-month periods ended November 4, 2006. Our strategy is to continue to develop new product offerings across multiple merchandise categories as needed in response to both customer demand and in order to maximize margin dollars per hour in our television home shopping and internet operations. Our customers are primarily women between the ages of 35 and 55 with average annual household incomes in excess of $70,000 and who make purchases based primarily on convenience, unique product offerings, value and quality of merchandise.

Company Strategy

Our objective is to be positioned as a profitable and innovative leader in multi-channel retailing in the United States, offering consumers an entertaining, informative and interactive shopping experience. The following strategies are being pursued to increase revenues and profitability and grow the active customer base, both for television sales and sales through the internet: (i) continue to optimize our mix of product categories offered on television and the internet in order to appeal to a broader population of potential customers; (ii) continue the growth of our internet business through the innovative use of technology and marketing efforts, such as advanced search techniques, personalization, internet video, affiliate agreements and internet-based auction capabilities; (iii) obtain cost-effective distribution agreements for our television programming with cable and satellite operators, as well as pursuing other means of reaching customers such as through webcasting, internet videos and internet-based broadcasting networks; (iv) increase the productivity of each hour of television programming, through a focus on television offers of merchandise that maximizes margin dollars per hour and marketing efforts to increase the number of customers within the households currently receiving our television programming; (v) continue to enhance our television broadcast quality, programming, website features and customer support; (vi) increase the average order size through sales initiatives such as add-on sales, continuity programs and warranty sales; and (vii) leverage the strong brand recognition of the NBC brand name.

Challenge

Our television home shopping business operates with a high fixed cost base, which is primarily due to fixed contractual fees paid to cable and satellite operators to carry our programming. In order to attain profitability, we must achieve sufficient sales volume through the acquisition of new customers and the increased retention of existing customers to cover our high fixed costs and/or reduce the fixed cost base for our cable and satellite distribution. Our growth and profitability could be adversely impacted if sales volume does not meet expectations, as we will have limited near-term capability to reduce our fixed cable and satellite distribution operating expenses to mitigate any potential sales shortfall.

Competition

The direct marketing and retail businesses are highly competitive. In our television home shopping and e-commerce operations, we compete for customers with other types of consumer retail businesses, including traditional “brick and mortar” department stores, discount stores, warehouse stores and specialty stores; other television home shopping and e-commerce retailers; infomercial companies; catalog and mail order retailers and other direct sellers.

In the competitive television home shopping sector, we compete with QVC Network, Inc. and HSN, Inc., both of whom are substantially larger than our company in terms of annual revenues and customers, and whose programming is carried more broadly to U.S. households than our programming. Both QVC and HSN are owned by large, well-capitalized parent companies in the media business, who are also expanding into related e-commerce and web-based businesses. The American Collectibles Network, known as ACN, which operates Jewelry Television, also competes with us for television home shopping customers in the jewelry category, and ACN has acquired the assets of Shop At Home from E. W. Scripps Company and is operating a second channel of programming in a number of non-jewelry categories, including collectible coins and knives. In addition, there are a number of smaller niche players and startups in the television home shopping arena who compete with our company.

The e-commerce sector is also highly competitive, and we are in direct competition with numerous other internet retailers, many of whom are larger, more well-financed and/or have a broader customer base. Certain of our competitors in the television home shopping sector have acquired internet businesses complementary to their existing internet sites, which may pose new competitive challenges for our company.

We anticipate continuing competition for viewers and customers, for experienced home shopping personnel, for distribution agreements with cable and satellite systems, and for vendors and suppliers — not only from television home shopping companies, but also from other companies that seek to enter the home shopping and internet retail industries, including telecommunications and cable companies, television networks, and other established retailers. We believe that our success in the television home shopping and e-commerce sectors is dependent on a number of key factors, including (i) obtaining more favorable terms in our cable and satellite distribution agreements, (ii) increasing the number of households who purchase products from us, and (iii) increasing the dollar value of sales per customer to our existing customer base.

Results for the Third Quarter of Fiscal 2007 and Fiscal 2006

Consolidated net sales for the 2007 third quarter were $184,821,000 and were relatively flat as compared to $184,886,000 for the 2006 third quarter. The slight decrease in consolidated net sales from continuing operations is directly attributable to the decreased net sales from our television home shopping and internet operations. Net sales attributed to our television home shopping and internet operations decreased to $180,770,000 for the 2007 third quarter from $182,312,000 for the 2006 third quarter. We reported an operating loss of $7,456,000 and a net loss of $5,728,000 for the 2007 third quarter. We reported an operating loss of $4,747,000 and a net loss of $3,126,000 for the 2006 quarter.

SALE OF RLM EQUITY INVESTMENT

On March 28, 2007, we entered into a membership interest purchase agreement with Polo Ralph Lauren, NBC and certain NBC affiliates, pursuant to which we sold our 12.5% membership interest in RLM to Polo Ralph Lauren for an aggregate purchase price of $43,750,000 in cash. As a result of this transaction, we recorded a pre-tax gain of $40,240,000 on the sale of RLM in the first quarter of fiscal 2007. The full text of the purchase agreement is attached as an exhibit to our current report on Form 8-K filed with the Commission on April 3, 2007. Concurrently with the execution of the purchase agreement, we also entered into an amendment to our NBC license agreement for the limited, worldwide use of NBC trademarks, service marks, domain names and logos, under which NBC agreed to extend the term of the license agreement to May 15, 2011 and to certain limitations on NBC’s right to terminate the license agreement in the event of a change in control of our company involving a financial buyer. On the same date, we also entered into an amendment to our NBC distribution agreement providing for a reduction in the annual affiliate relations and marketing fee paid by us to NBC to a market rate. The income tax provision attributable to the gain on sale of RLM of $760,000 was computed using a 2% effective alternative minimum tax rate.

RESTRUCTURING COSTS

On May 21, 2007, the Company announced the initiation of a restructuring of its operations that includes a 12% reduction in the salaried workforce, a consolidation of its distribution operations into a single warehouse facility, the exit and closure of a retail outlet store and other cost saving measures. As a result, the Company recorded a $3,104,000 restructuring charge during the nine months ended November 3, 2007. Restructuring costs include employee severance and retention costs associated with the consolidation and elimination of approximately 75 positions across the Company. In addition, restructuring costs also include incremental charges associated with the Company’s consolidation of its distribution and fulfillment operations into a single warehouse facility, the closure of a retail outlet store, fixed asset impairments incurred as a direct result of the operational consolidation and closures and restructuring advisory service fees.

CEO TRANSITION COSTS

On October 26, 2007, the Company announced that William J. Lansing, at the request of the board of directors, had stepped down as president and chief executive officer (CEO) and had left the Company’s board of directors. The Company’s board appointed John D. Buck, currently the chairman of the board, as the interim CEO. The board has retained Spencer Stuart, a leading global executive search firm, to assist a selection committee of the board in conducting a national search for a new CEO for the Company. In conjunction with Mr. Lansing’s resignation, the Company recorded a charge to income of $2,096,000 in the third quarter of fiscal 2007 relating to severance payments which Mr. Lansing is entitled to in accordance with the terms of his employment agreement with the Company.

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RESULTS OF OPERATIONS

Selected Condensed Consolidated Financial Data
Continuing Operations
(Unaudited)

	Dollar Amount as a Percentage of Net Sales for the Three-Month Periods Ended		Dollar Amount as a Percentage of Net Sales for the Nine-Month Periods Ended	
	November 3, 2007	November 4, 2006	November 3, 2007	November 4, 2006
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales (exclusive of depreciation and amortization)	64.8%	65.6%	64.8%	65.1%
Operating expenses:				
Distribution and selling	32.0%	29.8%	31.8%	30.1%
General and administrative	2.9%	4.1%	3.4%	3.9%
Depreciation and amortization	2.6%	3.1%	2.8%	3.0%
Restructuring costs	0.6%	—%	0.6%	—%
CEO transition costs	1.1%	—%	0.4%	—%
	39.2%	37.0%	39.0%	37.0%
Operating loss	(4.0)%	(2.6)%	(3.7)%	(2.1)%

Key Performance Metrics*
(Unaudited)

	For the Three Month Periods Ended			For the Nine Month Periods Ended		
	November 3, 2007	November 4, 2006	%	November 3, 2007	November 4, 2006	%
Program Distribution						
Cable FTE's (Average 000's)	41,726	39,854	5%	41,156	39,055	5%
Satellite FTE's (Average 000's)	27,687	26,019	6%	27,421	25,691	7%
Total FTEs (Average 000's)	69,413	65,873	5%	68,577	64,746	6%
Net Sales per FTE (Annualized)	$ 10.46	$ 11.07	(6%)	$ 10.77	$ 11.18	(4%)
Active Customers —12 month rolling	876,261	834,701	5%	n/a	n/a	
% New Customers —12 month rolling	52%	54%		n/a	n/a	
% Retained Customers —12 month rolling	48%	46%		n/a	n/a	
Customer Penetration — 12 month rolling	1.3%	1.3%		n/a	n/a	
Merchandise Mix						
Jewelry	38%	35%		39%	40%	
Watches, Apparel, Health & Beauty	26%	24%		25%	23%	
Home, Electronics and All Other	36%	41%		36%	37%	
Shipped Units (000's)	1,069	1,098	(3%)	3,350	3,648	(8%)
Average Selling Price — Shipped Units	$ 240	$ 225	7%	$ 233	$ 208	12%

* Includes television home shopping and Internet sales only.

Program Distribution

Our television home shopping programming was available to approximately 69.4 million average full time equivalent, or FTE, households for the third quarter of fiscal 2007 and approximately 65.9 million average FTE households for the third quarter of fiscal 2006. Average FTE subscribers grew 5% in the third quarter of fiscal 2007, resulting in a 3.5 million increase in average FTE's versus the prior year comparable quarter. The increase was driven by continued strong growth in satellite distribution of our programming and increased distribution of our programming on digital cable. We anticipate that our cable programming distribution will increasingly shift towards a greater mix of digital as opposed to analog cable tiers, both through growth of the number of digital subscribers and through cable system operators moving programming that is carried on analog channels over to digital channels. Nonetheless, because of the broader universe of programming choices available for viewers in digital systems and the higher channel placements commonly associated with digital tiers, the shift towards digital systems may adversely impact our ability to compete for television viewers even if our programming is available in more homes.

Net Sales Per FTE

Net sales per FTE for the third quarter decreased 6%, or $0.61 per FTE, compared to the prior year's comparable quarter. For the nine-month period ended November 3, 2007, net sales per FTE decreased 4%, or $0.41 per FTE, versus the prior year's comparable period. The decrease in the third quarter and year-to-date net sales per FTE was primarily due to the overall increase in FTE's of 5% and 6% during the respective quarter and nine-month periods while net sales remained flat for the third quarter and increased only 2% for the nine months ended November 3, 2007.

Customers

We added 41,560 active customers over the twelve-month period ended November 3, 2007, a 5% increase over active customers added in the prior year comparable twelve-month period. The increase in active customers resulted from the increase in household distribution and increases in marketing and promotional efforts aimed at attracting new customers.

Customer Penetration

Customer penetration measures the total number of customers who purchased from our company over the past twelve months divided by our average FTE's for that same period. This measure was 1.3% for each of the third quarters of fiscal 2007 and fiscal 2006. We include in our customer penetration calculations all of our customers during the applicable time period, whether they became customers as a result of our television programming, through direct-mail campaigns, or because of our e-commerce marketing efforts.

Merchandise Mix

During the 2007 third quarter, jewelry net sales increased to 38% of total television home shopping and internet net sales from 35% during the prior year comparable quarter. Net sales from home products, including electronics categories, decreased to 36% of total television home shopping and internet net sales from 41% as compared to the prior year third quarter and net sales from watches, apparel and health and beauty product categories increased to 26% of total television home shopping and internet net sales from 24% as compared to the prior year third quarter. During the nine-month period ended November 3, 2007, jewelry net sales decreased to 39% of total television home shopping and internet net sales from 40% during the prior year comparable period. Net sales from home products, including electronics categories, decreased to 36% of total television home shopping and internet net sales from 37% as compared to the prior year comparable period and net sales from watches, apparel and health and beauty product categories increased to 25% of total television home shopping and internet net sales from 23% as compared to the prior year nine-month period. Our merchandise mix over the past several years has moved away from its historical reliance on jewelry and computers to a broader mix that also includes apparel, watches, health and beauty, home and other electronic product lines. During the third quarter of fiscal 2007, we increased our merchandise mix in the jewelry category as a result of LCD television sales being significantly down over the same period in fiscal 2006. Going forward, we plan to adjust our merchandise mix as needed in response to both customer demand and in order to maximize margin dollars per hour in our television home shopping and internet operations.

Shipped Units

The number of units shipped during the 2007 third quarter decreased 3% from the prior year's comparable quarter to 1,069,000 from 1,098,000. For the nine-month period ended November 3, 2007, shipped units decreased 8% from the prior year's comparable period to 3,350,000 from 3,648,000. The decrease in shipped units was primarily due to a shift in mix during the first nine months of fiscal 2007 to higher price point jewelry, which resulted in less shipped units.

Average Selling Price

The average selling price, or ASP, per unit was $240 in the 2007 third quarter, a 7% increase from the comparable prior year quarter. For the nine-month period ended November 3, 2007, the average selling price was $233, a 12% increase from the prior year comparable period. The year-to-date increase in the 2007 ASP was driven primarily by selling price increases within the jewelry category, due to higher gold prices, and within the apparel product category.

Net Sales

Consolidated net sales for the 2007 third quarter were $184,821,000 and remained flat as compared with consolidated net sales of $184,886,000 for the 2006 third quarter. Consolidated net sales for the nine-month period ended November 3, 2007 were $563,543,000 compared with consolidated net sales of $550,592,000 for the comparable prior year period, a 2% increase. Although 2007 third quarter net sales equaled 2006 third quarter net sales, the comparison was adversely affected and impacted by a change in merchandise mix year over year. High ticket LCD televisions sales, which drove sales growth in fiscal 2006, were down significantly for the current quarter. In response the Company shifted airtime hours back to the more traditional categories of gemstones, watches, apparel and notebook computers which performed strongly but did not totally offset the decrease in LCD television sales. Although net sales increased overall during fiscal 2007 over prior year, we believe we experienced slower sales growth during the first nine months of 2007 than we have seen in recent quarters driven by a general softness in overall consumer demand. The overall year-to-date increase in consolidated net sales is directly attributable to the continued improvement in net sales from our television home shopping and internet operations. Net sales attributed to our television home shopping and internet operations slightly decreased to $181,514,000 for the 2007 third quarter from $182,312,000 for the 2006 third quarter. Net sales attributed to our television home shopping and internet operations increased 2% to $553,892,000 for the nine-month period ended November 3, 2007 from $543,083,000 for the comparable prior year period. The growth in television home shopping and internet net sales during the nine-month period ended November 3, 2007 is primarily attributable to increased merchandise sales driven by the higher productivity achieved from certain product categories including jewelry, gemstones and electronics and an increase in internet net sales of 18% and 21% for the three and nine-month respective periods ended November 3, 2007 over the prior year comparable periods. In addition, television and internet net sales increased due to increased shipping and handling revenue resulting from increased sales in the 2007 nine-month period compared to 2006.

Cost of Sales (exclusive of depreciation and amortization)

Cost of sales (exclusive of depreciation and amortization) for the 2007 third quarter and 2006 third quarter was $119,837,000 and $121,311,000, respectively, a decrease of $1,474,000, or 1%. Cost of sales (exclusive of depreciation and amortization) for the nine months ended November 3, 2007 and for the nine months ended November 4, 2006 was $365,124,000 and $358,588,000, respectively, an increase of $6,536,000, or 2%. The increases in cost of sales on a year-to-date basis is directly attributable to increased costs associated with increased sales volume from our television home shopping and internet businesses and increased shipping costs associated with increases in shipping and handling revenues. Net sales less cost of sales (exclusive of depreciation and amortization) as a percentage of sales for the quarter ended November 3, 2007 and November 4, 2006 was 35.2% and 34.4%, respectively. Net sales less cost of sales (exclusive of depreciation and amortization) as a percentage of sales for the nine months ended November 3, 2007 and November 4, 2006 was 35.2% and 34.9%, respectively.

Operating Expenses

Total operating expenses for the 2007 third quarter were $72,440,000 compared to $68,322,000 for the comparable prior year period, an increase of 6%. Total operating expenses for the nine-months ended November 3, 2007 were $219,528,000 compared to $203,365,000 for the comparable prior year period, an increase of 8 %. Distribution and selling expense increased $4,057 **,** 000, or 7%, to $59,126,000, or 32% of net sales during the 2007 third quarter compared to $55,069,000 or 30% of net sales for the comparable prior year quarter. Distribution and selling expense increased $14,149 **,** 000, or 9%, to $179,619,000, or 32% of net sales for the nine-month period ended November 3, 2007 compared to $165,470,000, or 30% of net sales for the comparable prior year period. Distribution and selling expense increased on a year-to-date basis over the prior year primarily due to an increase in net cable and satellite access fees of $5,183,000 as a result of increased subscribers over prior year; increased credit card fees, net collection fees and bad debt expense of $4,382,000 due to the overall increase in net sales and increases in net sales sold under our ValuePay installment method; increased internet and direct-mail and marketing expenses of $5,661,000 primarily associated with our internet website search engine initiative and our attempt to acquire additional customers and increase our overall penetration; and increased telemarketing and customer service costs of $2,454,000 associated with increased sales volumes and our commitment to improve our customer service. These increases were offset by a decrease in salaries, accrued bonuses and other related personnel costs associated with merchandising, television production and show management personnel and on-air talent of $3,487,000 during the first nine months of fiscal 2007.

General and administrative expense for the 2007 third quarter decreased $2,053,000, or 27%, to $5,423,000, or 3% of net sales, compared to $7,476,000, or 4% of net sales for the 2006 third quarter. General and administrative expense for the nine months ended November 3, 2007 decreased $2,211,000, or 10%, to $19,128,000, or 3% of net sales, compared to $21,339,000, or 4% of net sales for the nine months ended November 4, 2006. General and administrative expense decreased on a year-to-date basis over the prior year primarily as a result of the Company's restructuring initiative which included reductions in salaries, related benefits and accrued bonuses totaling $2,838,000, offset by increases associated with director stock-based compensation of $192,000, information systems service and contract labor fees of $377,000, and stock option expense of $128,000.

Depreciation and amortization expense for the 2007 third quarter was $4,734,000 compared to $5,777,000 for the 2006 quarter, representing a decrease of $1,043,000, or 18%, from the comparable prior year period. Depreciation and amortization expense for the nine months ended November 3, 2007 was $15,581,000 compared to $16,527,000 for the nine months ended November 4, 2006, representing an decrease of $946,000, or 6%, from the comparable prior year period. Depreciation and amortization expense as a percentage of net sales for the three and nine-month periods ended November 3, 2007 and November 4, 2006 was 3% for each period. The quarterly and year-to-date decrease relates to the timing of fully depreciated assets quarter over quarter, offset by increased depreciation and amortization as a result of total assets placed in service in connection with our various application software development and functionality enhancements year over year.

Operating Loss

For the 2007 third quarter, our operating loss was $7,456,000 compared to an operating loss of $4,747,000 for the 2006 third quarter. For the nine months ended November 3, 2007 our operating loss was $21,109,000 compared to an operating loss of $11,361,000 for the comparable prior year period. Our year-to-date operating loss increased during fiscal 2007 from the comparable prior year period primarily as a result of experiencing a slower quarterly net sales growth driven by a general softness in overall consumer demand. In addition, we experienced increases during the quarter in operating expenses, particularly (i) increases in distribution and selling expenses recorded in connection with net cable access fees, internet, direct-mail and marketing expenses, credit card fees and bad debt expense, (ii) increases in costs associated with our restructuring initiative and (iii) expense associated with our CEO departure. These operating expense increases were offset by decreases in general and administrative expense as a result of the restructuring initiative, reduced salary and bonuses and a net decrease in depreciation and amortization expense as a result of the timing of fully depreciated assets year over year.

Net Income (Loss)

For the 2007 third quarter, we reported a net loss available to common shareholders of ($5,801,000) or ($.16) per share on 36,331,000 weighted average common shares outstanding compared with a net loss available to common shareholders of ($3,199,000) or ($.09) per share on 37,628,000 weighted average common shares outstanding for the 2006 third quarter. For the nine months ended November 3, 2007, we reported net income available to common shareholders of $23,025,000 or $.54 per share on 42,438,000 weighted average common shares outstanding ($.55 per share on 42,459,000 diluted shares), compared with a net loss available to common shareholders of ($6,130,000) or ($.16) per share on 37,700,000 weighted average common shares outstanding for the nine months ended November 4, 2006. Net loss available to common shareholders for the third quarter of 2007 includes interest income totaling $1,728,000 earned on our cash and short-term investments. Net loss available to common shareholders for the third quarter of 2006 includes the recording of $646,000 of equity in earnings from RLM, and interest income totaling $990,000 earned on our cash and short-term investments. Net income available to common shareholders for the nine months ended November 3, 2007 includes the recording of a pre-tax gain of $40,240,000 on the sale of RLM, the recording of $609,000 of equity in earnings from RLM, a $119,000 loss on the sale of a non-operating real estate asset held for sale and interest income totaling $4,543,000 earned on our cash and short-term investments.

For the nine months ended November 4, 2006, the net loss available to common shareholders included the recording of $2,192,000 of equity in earnings from RLM, a $500,000 gain on the sale of an investment, a $150,000 write-down of a non-operating real estate asset held for sale, and interest income totaling $2,951,000 earned on our cash and short-term investments.

For the first nine months of 2007 we reported a net income tax provision of $921,000, which included $760,000 of income taxes attributable to the gain on the sale of RLM. The income tax provision recorded for the first nine months of fiscal 2007 reflects a 2% effective alternative minimum tax rate recorded on the gain recorded on the sale of RLM and state income taxes payable on certain income for which there is no loss carryforward benefit available. We have not recorded any income tax benefit on the loss recorded in the 2006 third quarter due to the uncertainty of realizing income tax benefits in the future as indicated by our recording of an income tax valuation reserve. We recorded state income taxes payable on certain income for which there is no loss carryforward benefit available for the 2006 third quarter. We will continue to maintain a valuation reserve against our net deferred tax assets until we believe it is more likely than not that these assets will be realized in the future.

Adjusted EBITDA Reconciliation

Adjusted EBITDA (as defined below) for the 2007 third quarter was $817,000 compared with Adjusted EBITDA of $1,422,000 for the 2006 third quarter. For the nine months ended November 3, 2007 Adjusted EBITDA was $1,066,000 compared with Adjusted EBITDA of $6,333,000 for the nine months ended November 4, 2006.

A reconciliation of EBITDA, as adjusted, to its comparable GAAP measurement, net income (loss) follows, in thousands:

	For the Three-Month Periods Ended		For the Nine-Month Periods Ended	
	November 3, 2007	November 4, 2006	November 3, 2007	November 4, 2006
EBITDA, as adjusted	$ 817	$ 1,422	$ 1,066	$ 6,333
Less:				
Non-operating gains and equity in income of RLM	—	646	40,730	2,542
Restructuring costs	(1,061)	—	(3,104)	(29)
CEO transition costs	(2,096)	—	(2,096)	—
Non-cash stock option expense	(382)	(392)	(1,394)	(1,138)
EBITDA (as defined)	(2,722)	1,676	35,202	7,708
A reconciliation of EBITDA to net income (loss) is as follows:				
EBITDA, as defined	(2,722)	1,676	35,202	7,708
Adjustments:				
Depreciation and amortization	(4,734)	(5,777)	(15,581)	(16,527)
Interest income	1,728	990	4,543	2,951
Income taxes	—	(15)	(921)	(45)
Net income (loss)	$ (5,728)	$ (3,126)	$ 23,243	$ (5,913)

EBITDA represents net income (loss) from continuing operations for the respective periods excluding depreciation and amortization expense, interest income (expense) and income taxes. We define EBITDA, as adjusted, as EBITDA excluding non-recurring non-operating gains (losses) and equity in income of Ralph Lauren Media, LLC; non-recurring restructuring and CEO transition costs; and non-cash stock option expense.

Management has included the term EBITDA, as adjusted, in its EBITDA reconciliation in order to adequately assess the operating performance of the Company’s “core” television and Internet businesses and in order to maintain comparability to our analyst’s coverage and financial guidance. Management believes that EBITDA, as adjusted, allows investors to make a more meaningful comparison between our core business operating results over different periods of time with those of other similar small cap, higher growth companies. In addition, management uses EBITDA, as adjusted, as a metric measure to evaluate operating performance under its management and executive incentive compensation programs. EBITDA, as adjusted, should not be construed as an alternative to operating income (loss) or to cash flows from operating activities as determined in accordance with generally accepted accounting principles and should not be construed as a measure of liquidity. EBITDA, as adjusted, may not be comparable to similarly entitled measures reported by other companies.

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND RISK FACTORS

A discussion of the critical accounting policies related to accounting estimates and assumptions and specific risks and uncertainties are discussed in detail in our fiscal 2006 annual report on Form 10-K under the captions entitled “Risk Factors” and “Critical Accounting Policies and Estimates.”

Cable and satellite distribution agreements representing approximately 60% of the total cable and satellite households who currently receive our television programming are scheduled to expire at the end of 2008. While we and NBC, as our agent, have begun initial discussions with certain cable system operators regarding extensions or renewals of these agreements, no assurance can be given that we will be successful in negotiating renewal contracts with all the existing systems, or that the financial and other terms of renewal will be on acceptable terms. Failure to successfully renew carriage agreements covering a material portion of our existing cable and satellite households on acceptable financial and other terms could adversely affect our future growth, sales revenues and earnings unless we were able to arrange for alternative means of broadly distributing our television programming.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As of November 3, 2007, cash and cash equivalents and short-term investments were $102,794,000, compared to $71,294,000 as of February 3, 2007, a $31,500,000 increase driven primarily by the cash proceeds received in connection with the sale of RLM during the first quarter of fiscal 2007. For the quarter, working capital increased $17,096,000 to $172,267,000. The current ratio was 2.4 at November 3, 2007 compared to 2.5 at February 3, 2007.

Sources of Liquidity

Our principal sources of liquidity are our available cash, cash equivalents and short-term investments, accrued interest earned from our short-term investments and our operating cash flow, which is primarily generated from credit card receipts from sales transactions and the collection of outstanding customer accounts receivables. The timing of customer collections made pursuant to our ValuePay installment program and the extent to which we extend credit to our customers is important to our short-term liquidity and cash resources. A significant increase in our accounts receivable aging or credit losses could negatively impact our source of cash from operations in the short term. While credit losses have historically been within our estimates for these losses, there is no guarantee that we will continue to experience the same credit loss rate that we experienced in the past. Historically, we have also generated additional cash sources from the proceeds of stock option exercises and from the sale of our equity investments and other properties; however, these sources of cash are neither relied upon nor controllable by us. We have no long-term debt and believe we have the ability to obtain additional financing if necessary. At November 3, 2007, short-term investments and cash equivalents were invested primarily in money market funds, high quality commercial paper with original maturity dates of less than 270 days and investment grade corporate and auction rate securities with tender option terms ranging from one month to two years. Although management believes our short-term investment policy is conservative in nature, certain short-term investments in commercial paper can be exposed to the credit risk of the underlying companies to which they relate and interest earned on these investments are subject to interest rate fluctuations. The maturities and tender option terms within our investment portfolio generally range from 30 to 180 days.

Cash Requirements

Our principal use of cash is to fund our business operations, which consist primarily of purchasing inventory for resale, funding account receivables growth in support of sales growth and funding operating expenses, particularly our contractual commitments for cable and satellite programming and the funding of capital expenditures. Expenditures made for property and equipment in fiscal 2007 and 2006 and for expected future capital expenditures include the upgrade and replacement of computer software and front-end merchandising systems, expansion of capacity to support our growing business, continued improvements and modifications to our owned headquarter buildings and the upgrade and digitalization of television production and transmission equipment and related computer equipment associated with the expansion of our home shopping business and e-commerce initiatives. Historically, we also used our cash resources for various strategic investments and for the repurchase of stock under stock repurchase programs but we are under no obligation to do so if protection of liquidity is desired. We are authorized to purchase $35 million of our stock under repurchase programs and have the discretion to repurchase stock under the programs and make strategic investments consistent with our business strategy.

We ended November 3, 2007 with cash and cash equivalents and short-term investments of $102,794,000 and no long-term debt obligations. We expect future growth in working capital as revenues grow beyond fiscal 2007 but expect cash generated from operations to offset the expected use. We believe our existing cash balances and our ability to raise additional financing will be sufficient to fund our obligations and commitments as they come due on a long-term basis and sufficient to fund potential foreseeable contingencies. These estimates are subject to business risk factors including those identified under “Risk Factors” in our fiscal 2006 annual report on Form 10-K. In addition to these risk factors, a significant element of uncertainty in future cash flows arises from potential strategic investments we may make, which are inherently opportunistic and difficult to predict. We believe existing cash balances, our ability to raise financing and our ability to structure transactions in a manner reflective of capital availability will be sufficient to fund any investments while maintaining sufficient liquidity for our normal business operations.

Total assets at November 3, 2007 were $376,012,000, compared to $351,980,000 at February 3, 2007, a $24,032,000 increase. Shareholders’ equity was $208,098,000 at November 3, 2007, compared to $198,847,000 at February 3, 2007, a $9,251,000 increase. The increase in shareholders’ equity for the first nine months of fiscal 2007 resulted primarily from net income of $23,243,000 recorded during the period, $1,789,000 related to the recording of share-based compensation and $540,000 from proceeds received related to the exercise of stock options. These increases were offset by decreases in shareholders’ equity of $16,103,000 related to common stock repurchases and from accretion on redeemable preferred stock of $218,000.

For the nine months ended November 3, 2007, net cash provided by operating activities totaled $12,028,000 compared to net cash used for operating activities of $3,555,000 for the nine months ended November 4, 2006. Net cash provided by (used for) operating activities for the 2007 and 2006 periods reflects net income (loss), as adjusted for depreciation and amortization, share-based payment compensation, common stock issued to employees, asset impairment and write off charges, equity in earnings of affiliates, amortization of deferred revenue and gain on sale of investments. In addition, net cash provided by operating activities for the nine months ended November 3, 2007 reflects primarily an increase in inventories, deferred revenue and accounts payable and accrued liabilities and a decrease in accounts receivable and prepaid expenses and other assets. Accounts receivable decreased primarily due to a decrease from year end of receivables from sales utilizing extended payment terms and the timing of customer collections under our ValuePay installment program. Inventories increased from year-end primarily in preparation for the fourth quarter holiday season. The increase in accounts payable and accrued expenses results primarily from increases in accounts payable due to increased inventory levels and increased accruals recorded in conjunction with our private label loyalty point program, CEO transition charge, restructuring effort and accrued marketing fees, offset by decreases in accrued salaries, bonuses and accrued cable access fees. The increase in deferred revenue is a direct result of the sales growth volume experienced with our private label and co-branded credit card program which launched in fiscal 2006.

Net cash used for investing activities totaled $17,194,000 for the nine months ended November 3, 2007 compared to net cash provided by investing activities of $2,431,000 for the nine months ended November 4, 2006. For the nine months ended November 3, 2007 and November 4, 2006, expenditures for property and equipment were $8,704,000 and $8,641,000, respectively. Expenditures for property and equipment during the 2007 and 2006 periods primarily include capital expenditures made for the development, upgrade and replacement of computer software and front-end ERP, customer care management and merchandising systems, related computer equipment, digital broadcasting equipment and other office equipment, warehouse equipment, production equipment and building improvements. Principal future capital expenditures are expected to include the development, upgrade and replacement of various enterprise software systems, continued improvements and modifications to our owned headquarter buildings, the expansion of warehousing capacity and security in our Bowling Green distribution facility, the upgrade and digitalization of television production and transmission equipment and related computer equipment associated with the expansion of our home shopping business and e-commerce initiatives. In the nine months ended November 3, 2007, we invested $82,913,000 in various short-term investments, received proceeds of $30,673,000 from the sale of short-term investments and received proceeds of $43,750,000 from the sale of our RLM investment. In the nine months ended November 4, 2006, we invested $20,627,000 in various short-term investments, received proceeds of $30,949,000 from the sale of short-term investments and received proceeds of $500,000 from the sale of an internet investment previously written off and received a $250,000 cash dividend from RLM.

Net cash used for financing activities totaled $15,575,000 for the nine months ended November 3, 2007 and related primarily to payments made of $16,103,000 in conjunction with the repurchase of 1,754,000 shares of the Company’s common stock, offset by cash proceeds received of $528,000 from the exercise of stock options. Net cash used for financing activities totaled $3,981,000 for the comparable prior year period and related primarily to payments made of $4,698,000 in conjunction with the repurchase of 406,000 shares of the Company’s common stock and cash payments on long-term capital lease obligations of $222,000, offset by cash proceeds received of $939,000 from the exercise of stock options.

Our Class A Redeemable Convertible Preferred Stock issued to GE Equity may be redeemed upon certain changes in control of our company and, in any event, may be redeemed on March 8, 2009 upon the ten-year anniversary of its issuance (unless previously converted into common stock). If we are unable to generate positive cash flow or obtain additional capital prior to any such redemption, the requirement that we pay cash in connection with such redemption may have a material impact on our liquidity and cash resources. The aggregate redemption cost of all the Preferred Stock is $44,264,000. The Preferred Stock has a redemption price of $8.29 per share and is convertible on a one-for-one basis into our common stock, and accordingly, if the market value of our stock is higher than the redemption price immediately prior to the redemption date, GE Equity may choose to convert its shares of Preferred Stock to common stock rather than exercise its right to redemption.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

We do not enter into financial instruments for trading or speculative purposes and do not currently utilize derivative financial instruments as a hedge to offset market risk. In past years, we held certain equity investments in the form of common stock purchase warrants in public companies and accounted for these investments in accordance with the provisions of SFAS No. 133. We no longer have investments of that nature. Our operations are conducted primarily in the United States and are not subject to foreign currency exchange rate risk. However, some of our products are sourced internationally and may fluctuate in cost as a result of foreign currency swings. We currently have no long-term debt, and accordingly, are not significantly exposed to interest rate risk, although changes in market interest rates do impact the level of interest income earned on our substantial cash and short-term investment portfolio.

ITEM 4. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the periods covered by this report, our management conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) established and maintained by our management. Based on this evaluation, the officers concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in Internal Controls over Financial Reporting

Our management, with the participation of the chief executive officer and chief financial officer, performed an evaluation as to whether any change in the internal controls over financial reporting (as defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934) occurred during the periods covered by this report. Based on that evaluation, the chief executive officer and chief financial officer concluded that no change occurred in the internal controls over financial reporting during the period covered by this report that materially affected, or were reasonably likely to materially affect, the internal controls over financial reporting.

PART II — Other Information

ITEM 1. Legal Proceedings

The Federal Communications Commission, known as the FCC, issued a public notice on May 4, 2007 stating that it was updating the public record for a petition for reconsideration filed in 1993 and still pending before the FCC. The petition challenges the FCC's prior determination to grant the same mandatory cable carriage (or "must-carry") rights for TV broadcast stations carrying home shopping programming that the FCC's rules accord to other TV stations. The time period for comments and reply comments regarding the reconsideration closed in August 2007, and we submitted comments supporting the continuation of must-carry rights for home shopping stations. If the FCC decided to change its prior determination and withdraw must-carry rights for home shopping stations as a result of this updating of the public record, we could lose our current carriage distribution on cable systems in three markets: Boston, Pittsburgh and Seattle, which currently constitute approximately 3.2 million full-time equivalent households, or FTE's, receiving our programming. We own the Boston television station and have carriage contracts with the Pittsburg and Seattle television stations. In addition, if must-carry rights for home shopping stations are withdrawn, it may not be possible to replace these FTE's on commercially reasonable terms and the carrying value of our Boston television station ($31.9 million) may become partially impaired. At this time, we cannot predict the timing or the outcome of the FCC's action to update the public record on this issue.

On November 27, 2007, the FCC adopted amendments to its rules implementing the commercial leased access provisions of the Communications Act of 1934, as amended. These provisions set aside up to 15% of activated channels on cable systems for lease by independent programmers such as the Company, at rates set by the FCC pursuant to standards set forth in the Act. Although the text of the order has not yet been released, the FCC's public notice of the order and the public FCC meeting leading to its adoption indicate that it is intended to enhance customer service standards for provision of leased access, expedite responses to leased access requests, and strengthen existing procedures for enforcing leased access rights. While the order also appears to reduce current rates for leased access, the FCC has reserved for further proceedings the question of whether home shopping programmers should be entitled to that reduction. At this time, we cannot predict the outcome of those proceedings, whether any amendments to the FCC's leased access rules will be challenged on judicial review, the outcome of any such litigation, or the impact of these proceedings on the ability of the Company to maintain or increase its carriage on cable systems.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table presents information with respect to purchases of common stock of the Company made during the three months ended November 3, 2007, by the Company or by any "affiliated purchaser" of the Company, as defined in Rule 10b-18(a)(3) under the Exchange Act:

Period	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of a Publicly Announced Program	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (2)
August 5, 2007 through September 1, 2007	412,000	$8.13	1,009,000	$20,267,000
September 2, 2007 through October 6, 2007	745,000	$8.05	1,754,000	$14,274,000
October 7, 2007 through November 3, 2007	—	—	1,754,000	$14,274,000
Total	1,157,000	$8.08	1,754,000	$14,274,000

(1) Excludes fees and commissions paid on stock repurchases.

(2) In August 2006, the Company's board of directors authorized a common stock repurchase program. The program authorizes the Company's management, acting through an investment banking firm selected as the Company's agent, to repurchase up to $10 million of the Company's common stock by open market purchases or negotiated transactions at prices and amounts as determined by the Company from time to time. In May 2007, the Company's board of directors authorized the repurchase of an additional $25 million of its common stock under the repurchase program.

ITEM 6. Exhibits

Exhibit Number	Exhibit
3.1	Sixth Amended and Restated Articles of Incorporation, as Amended. (A)
3.2	Certificate of Designation of Series A Redeemable Convertible Preferred Stock. (B)
3.3	Articles of Merger. (C)
3.4	Bylaws, as amended. (A)
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.*
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.*
32	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer.*

* Filed herewith.

(A) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-QSB for the quarter ended August 31, 1994, filed on September 13, 1994, File No. 0-20243.

(B) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated April 15, 1999, filed on April 29, 1999, File No. 0-20243.

(C) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated May 16, 2002, filed on May 17, 2002, File No. 0-20243.

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 thereunto duly authorized.

VALUEVISION MEDIA, INC. AND SUBSIDIARIES

December 13, 2007

/s/ John D. Buck
John D. Buck
Interim Chief Executive Officer and Director
(Interim Principal Executive Officer)

December 13, 2007

/s/ Frank P. Elsenbast
Frank P. Elsenbast
Senior Vice President Finance, Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

Exhibit Number	Exhibit	Filed by
3.1	Sixth Amended and Restated Articles of Incorporation, as Amended	Incorporated by reference
3.2	Certificate of Designation of Series A Redeemable Convertible Preferred Stock	Incorporated by reference
3.3	Articles of Merger	Incorporated by reference
3.4	Bylaws, as amended	Incorporated by reference
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	Filed herewith
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	Filed herewith
32	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer	Filed herewith

EXHIBIT 31.1

CERTIFICATION

I, John D. Buck, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueVision Media, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 13, 2007

/s/ John D. Buck
John D. Buck
Interim Chief Executive Office and Director

EXHIBIT 31.2

CERTIFICATION

I, Frank P. Elsenbast, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ValueVision Media, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 13, 2007

/s/ Frank P. Elsenbast
Frank P. Elsenbast
Senior Vice President, Chief Financial Officer

EXHIBIT 32

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Each of the undersigned hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to their knowledge:

(1) this periodic report fully complies with the applicable requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of ValueVision Media, Inc.

Dated: December 13, 2007

/s/ John D. Buck
John D. Buck
Interim Chief Executive Officer and Director

/s/ Frank P. Elsenbast
Frank P. Elsenbast
Senior Vice President, Chief Financial Officer