

VALUEVISION MEDIA INC

FORM 8-K (Unscheduled Material Events)

Filed 11/27/2000 For Period Ending 11/16/2000

Address	6740 SHADY OAK RD MINNEAPOLIS, Minnesota 55344-3433
Telephone	612-947-5200
CIK	0000870826
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	01/31

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

FORM 8-K

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

Date of Report (Date of earliest event reported) November 16, 2000

VALUEVISION INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

MINNESOTA	0-22043	41-1673770
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(State or other jurisdiction) of incorporation	(Commission File Number)	(IRS Employer Identification No.)

6740 SHADY OAK ROAD EDEN PRAIRIE	55344-3433
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code	(952) 947-5200
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Item 5. Other Events.

On November 22, 2000, ValueVision International, Inc. (the "Company") announced that it had entered into a Trademark License Agreement dated as of November 16, 2000 (the "License Agreement") with National Broadcasting Company, Inc. ("NBC") pursuant to which NBC granted the Company an exclusive, worldwide license (the "License") for a term of 10 years to use certain NBC trademarks, service marks and domain names to rebrand the Company's business and corporate name on the terms and conditions set forth in the License Agreement. In connection with the License Agreement, the Company issued to NBC warrants (the "Warrants") to purchase 6,000,000 shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), with an exercise price of \$17.375 per share, the closing price of a share of Common Stock on the Nasdaq National Market on November 16, 2000. The Warrants vest in one-third increments, with one-third exercisable immediately, and the remaining Warrants vesting on each of the first two anniversaries of the License Agreement.

The Company has also agreed under the License Agreement to (i) restrictions on using (including sublicensing) any trademarks, service marks, domain names, logos or other source indicators owned or controlled by NBC or its affiliates in connection with certain permitted businesses (the "Permitted Businesses") before the agreement of NBC to such use, (ii) the loss of its rights under the grant of the License with respect to specific territories outside of the United States in the event the Company fails to achieve and maintain certain performance targets, (iii) amend and restate the current Registration Rights Agreement dated as of April 15, 1999 among the Company, NBC and GE Capital Equity Investments, Inc. ("GECEI") so as to increase the demand rights held by NBC and GECEI from four to five, among other things, (iv) not, either directly or indirectly, own, operate, acquire or expand its business to include any businesses other than the Permitted Businesses without NBC's prior consent for so long as the Company's corporate name includes the trademarks or service marks owned or controlled by NBC, (v) strictly comply with NBC's privacy policies and standards and practices, and (vi) until the earlier of the termination of the License Agreement or the lapse of certain contractual restrictions on NBC, either directly or indirectly, not own, operate, acquire or expand the Company's business such that one third or more of the Company's revenues or its aggregate value is attributable to certain services provided over the Internet. The License Agreement also grants to NBC the right to terminate the License Agreement at any time upon certain changes of control of the Company, the failure by NBC to own a certain minimum percentage of the outstanding capital stock of the Company on a fully-diluted basis, the failure of NBC and the Company to agree on new trademarks, service marks or related intellectual property rights, and certain other related matters. In certain events, the termination by NBC of the License Agreement may result in the acceleration of vesting of the Warrants.

Item 7. Exhibits.

99. Press Release of ValueVision International, Inc. dated November 21, 2000.

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 INTERNATIONAL, INC.

Date: November 27, 2000

By /s/ Nathan E. Fagre

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

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99. Press Release of ValueVision International, Inc. dated November 21, 2000. 5

VALUEVISION AND NBC TO REBRAND HOME SHOPPING CHANNEL AND WEB SITE

The ValueVision Network and Companion Internet Site to be Rebranded With NBC-Branded Name

Network's Short Term Plan to Aggressively Pursue Additional Vendor Air-Time Sales

MINNEAPOLIS - NOVEMBER 21, 2000 -VALUEVISION INTERNATIONAL, INC. (NASDAQ: VVTV), a leading national home shopping network, today announced that it has entered into a licensing agreement with NBC to rebrand the ValueVision Network and its companion Internet site (www.vvttv.com) with an NBC-branded name.

Under the terms of the agreement, NBC will grant ValueVision worldwide use of an NBC-branded name and the Peacock image for 10 years. The new name will be unveiled as part of a wide-ranging marketing campaign that will launch in spring 2001.

As part of the rebranding agreement, NBC and ValueVision have agreed to explore further joint opportunities, including promotional related services and merchandising opportunities, as well as promotional coordination and planning between NBC and the rebranded network.

Leveraging NBC resources and the new name of the rebranded ValueVision Network, short-term plans for the network include an aggressive vendor air-time programming sales effort from ValueVision's Senior Vice President of Sales Roy Seinfeld and his sales force. Mr. Seinfeld is a seasoned network sales executive who recently joined ValueVision from Fox Sports, where he served as Vice President of Network Ad Sales. With additional vendor programming sales as one of ValueVision's highest priorities, he will focus on a target audience of branded cataloguers, retailers, and manufacturers.

"We are delighted to extend our existing relationship with ValueVision through this strategic partnership and look forward to welcoming them as a branded member of the NBC family," said Mark Begor, CFO and President, NBC Business Development and Interactive Media. "This agreement clearly demonstrates our commitment to supporting ValueVision's continued growth and success, and we look forward to sharing in the development of future opportunities together."

"We are extremely excited about this announcement," said Gene McCaffery, Chairman and Chief Executive Officer of ValueVision. "The new NBC-branded name will not only bring immediate brand recognition for all of our television consumers and potential vendor air-time partners, but also increase our visibility and value in the financial community. Ultimately, the rebranding is intended to leverage the strength of the NBC brand, positioning our company as a growing force in the home shopping industry and at the forefront of TV-Internet convergence."

ABOUT VALUEVISION INTERNATIONAL

ValueVision International, Inc. is a cable and satellite broadcasting company that owns and

operates a leading national home shopping network, ValueVision TV. ValueVision also provides corporate Internet services for its strategic partners, such as webcasting, fulfillment, order processing, and customer service. ValueVision offers live programming 24 hours a day, 365 days a year. As of July 31, 2000, approximately 36 million homes are able to receive the Company's programming on either a full- or part-time basis. Additionally, the programming appears live on the Company's Web site via webcasting. ValueVision is approximately 44% owned by GE Equity and NBC. For more information, please see the Company's Web site (vvtv.com).

VALUEVISION INTERNATIONAL SAFE HARBOR

The Private Securities Litigation Reform Act of 1995 provides a "Safe Harbor" for forward-looking statements. Certain information included in this news release contains statements that are forward-looking such as statements relating to increased revenue and subscriber distribution, the Company's future profitability, entrance into e-commerce, the success of the Company's Internet initiatives, the timing of relaunching the network, the success of the Ralph Lauren Media joint venture, and the continuing success in developing and executing against new strategic alliances (including the GE Equity, NBC, and Ralph Lauren Media alliances) and relationships (including the Yahoo! relationship). There are certain important factors, such as consumer spending and debt levels, interest rates, competitive pressure on sales and pricing, and the maintenance of distribution of the Company's programming that could cause results to differ materially from those forward-looking statements. Investors are cautioned that all forward-looking statements involve risks and uncertainty, including the possibility that revenues and cable distribution will not continually increase, that gross profit margins will decrease, that e-commerce and the Company's rebranding will not be successful, the successful performance of its equity investments, and other strategic alliances (including the GE Equity, NBC and Ralph Lauren Media alliances) and relationships (including the Yahoo! relationship) may not result in increased revenues, earnings, or subscribers. For more information on the potential factors that could affect the Company's financial results, investors should refer to the Company's recent filings with the Securities and Exchange Commission, including the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K.

End of Filing

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