

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 October 27, 2012

Commission File Number 0-20243

**VALUEVISION MEDIA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Minnesota

(State or Other Jurisdiction of  
Incorporation or Organization)

41-1673770

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

6740 Shady Oak Road, Eden Prairie, MN 55344-3433

(Address of Principal Executive Offices, including Zip Code)

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller  
reporting company)

Smaller reporting company

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 November 26, 2012, there were 49,091,361 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**

(Unaudited)

(In thousands, except share and per share data)

	<u>October 27, 2012</u>	<u>January 28, 2012</u>
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 30,509	\$ 32,957
Restricted cash and investments	2,100	2,100
Accounts receivable, net	83,418	80,274
Inventories	53,884	43,476
Prepaid expenses and other	5,363	4,464
Total current assets	175,274	163,271
<b>Property &amp; equipment, net</b>	<b>25,587</b>	<b>27,992</b>
<b>FCC broadcasting license</b>	<b>23,111</b>	<b>23,111</b>
<b>NBC trademark license agreement, net</b>	<b>4,997</b>	<b>1,215</b>
<b>Other assets</b>	<b>833</b>	<b>2,871</b>
	<u>\$ 229,802</u>	<u>\$ 218,460</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 70,806	\$ 53,437
Accrued liabilities	32,652	37,842
Deferred revenue	85	85
Total current liabilities	103,543	91,364
<b>Deferred revenue</b>	<b>442</b>	<b>507</b>
<b>Term loan</b>	<b>—</b>	<b>25,000</b>
<b>Long term credit facility</b>	<b>38,000</b>	<b>—</b>
Total liabilities	141,985	116,871
<b>Commitments and Contingencies</b>		
<b>Shareholders' equity:</b>		
Common stock, \$.01 per share par value, 100,000,000 shares authorized; 48,939,486 and 48,560,205 shares issued and outstanding	490	486
Warrants to purchase 6,007,372 shares of common stock	567	567
Additional paid-in capital	406,332	403,849
Accumulated deficit	(319,572)	(303,313)
Total shareholders' equity	87,817	101,589
	<u>\$ 229,802</u>	<u>\$ 218,460</u>

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	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
<b>Net sales</b>	\$ 137,592	\$ 135,187	\$ 409,320	\$ 410,857
<b>Cost of sales</b>	86,802	84,945	255,818	255,955
Gross profit	50,790	50,242	153,502	154,902
<b>Operating expense:</b>				
Distribution and selling	46,762	47,577	142,308	140,366
General and administrative	4,242	4,824	13,446	14,796
Depreciation and amortization	3,174	3,210	10,026	9,278
Total operating expense	54,178	55,611	165,780	164,440
<b>Operating loss</b>	(3,388)	(5,369)	(12,278)	(9,538)
<b>Other income (expense):</b>				
Interest income	7	17	11	61
Interest expense	(379)	(982)	(3,571)	(4,528)
Gain on sale of assets	100	—	100	—
Loss on debt extinguishment	—	—	(500)	(25,679)
Total other expense	(272)	(965)	(3,960)	(30,146)
<b>Loss before income taxes</b>	(3,660)	(6,334)	(16,238)	(39,684)
Income tax provision	(15)	(16)	(21)	(52)
<b>Net loss</b>	\$ (3,675)	\$ (6,350)	\$ (16,259)	\$ (39,736)
<b>Net loss per common share</b>	\$ (0.08)	\$ (0.13)	\$ (0.33)	\$ (0.87)
<b>Net loss per common share — assuming dilution</b>	\$ (0.08)	\$ (0.13)	\$ (0.33)	\$ (0.87)
Weighted average number of common shares outstanding:				
Basic	48,931,464	48,472,205	48,807,749	45,752,867
Diluted	48,931,464	48,472,205	48,807,749	45,752,867

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

**VALUEVISION MEDIA, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY**  
**FOR THE NINE-MONTH PERIOD ENDED OCTOBER 27, 2012**

(Unaudited)

(In thousands, except share data)

	<u>Common Stock</u>			<u>Common Stock</u>			<u>Total</u>
	<u>Number of Shares</u>	<u>Par Value</u>		<u>Purchase Warrants</u>	<u>Additional Paid-In Capital</u>	<u>Accumulated Deficit</u>	<u>Shareholders' Equity</u>
<b>BALANCE, January 28, 2012</b>	48,560,205	\$ 486		\$ 567	\$ 403,849	\$ (303,313)	\$ 101,589
Net loss	—	—		—	—	(16,259)	(16,259)
Common stock issuances pursuant to equity compensation plans	379,281	4		—	80	—	84
Share-based payment compensation	—	—		—	2,403	—	2,403
<b>BALANCE, October 27, 2012</b>	<u>48,939,486</u>	<u>\$ 490</u>		<u>\$ 567</u>	<u>\$ 406,332</u>	<u>\$ (319,572)</u>	<u>\$ 87,817</u>

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	
	October 27, 2012	October 29, 2011
<b>OPERATING ACTIVITIES:</b>		
Net loss	\$ (16,259)	\$ (39,736)
Adjustments to reconcile net loss to net cash used for operating activities:		
Depreciation and amortization	10,176	9,478
Share-based payment compensation	2,403	3,737
Write-off of deferred financing costs	2,306	—
Amortization of deferred revenue	(65)	(547)
Amortization of debt discount	—	575
Amortization of deferred financing costs	184	453
Loss on debt extinguishment	500	25,679
Gain from disposal of assets	(102)	(412)
Changes in operating assets and liabilities:		
Accounts receivable, net	(3,144)	2,663
Inventories, net	(10,408)	(15,881)
Prepaid expenses and other	(852)	(798)
Accounts payable and accrued liabilities	9,465	(3,669)
Accrued dividends payable — Series B preferred stock	—	1,069
Net cash used for operating activities	(5,796)	(17,389)
<b>INVESTING ACTIVITIES:</b>		
Property and equipment additions	(4,786)	(9,101)
Purchase of NBC Trademark License	(4,000)	—
Proceeds from disposal of assets	102	412
Net cash used for investing activities	(8,684)	(8,689)
<b>FINANCING ACTIVITIES:</b>		
Payment for Series B preferred stock redemption	—	(40,854)
Payment for Series B preferred stock dividends	—	(8,915)
Payments for deferred issuance costs	(552)	(94)
Proceeds from issuance of long term debt	38,215	—
Payments on long term debt	(25,715)	—
Proceeds from exercise of stock options	84	1,712
Proceeds from issuance of common stock, net	—	55,500
Net cash provided by financing activities	12,032	7,349
Net decrease in cash and cash equivalents	(2,448)	(18,729)
<b>BEGINNING CASH AND CASH EQUIVALENTS</b>	32,957	46,471
<b>ENDING CASH AND CASH EQUIVALENTS</b>	\$ 30,509	\$ 27,742
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Interest paid	\$ 1,651	\$ 2,617
Income taxes paid	\$ 27	\$ 60
<b>SUPPLEMENTAL NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>		
Property and equipment purchases included in accounts payable	\$ 92	\$ 551
Intangible asset purchase included in accrued liabilities	\$ 2,830	\$ —
Issuance of 689,655 shares of common stock for license agreement	\$ —	\$ 4,166

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

**VALUEVISION MEDIA, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**October 27, 2012**  
(Unaudited)

**(1) General**

ValueVision Media, Inc. and its subsidiaries (the “Company”) is a multichannel electronic retailer that markets, sells and distributes products to consumers through TV, telephone, online, mobile and social media. Our principal form of product exposure is our 24-hour television shopping network, ShopNBC, which markets brand name and private label products in the categories of jewelry & watches; home & consumer electronics; beauty, health & fitness; and fashion & accessories. Orders are fulfilled via telephone, online and mobile channels. ShopNBC is distributed into approximately 83 million homes, 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. ShopNBC programming is also streamed live on the Internet at [www.ShopNBC.com](http://www.ShopNBC.com) and [www.ShopNBC.tv](http://www.ShopNBC.tv). We also distribute our programming through a company-owned full power television station in Boston, Massachusetts and through leased carriage on a full power television station in Seattle, Washington.

The Company also operates ShopNBC.com, a comprehensive e-commerce platform that sells products appearing on its television shopping channel as well as an extended assortment of online-only merchandise. Its programming and products are also marketed via mobile devices - including smartphones and tablets such as the iPad, and through the leading social media channels.

The Company has an exclusive trademark license from NBCUniversal Media, LLC, formerly known as NBC Universal, Inc. (“NBCU”), for the worldwide use of an NBC-branded name through January 2014. Pursuant to the license, we operate our television home shopping network and our Internet websites, ShopNBC.com and ShopNBC.TV.

**(2) Basis of Financial Statement Presentation**

*Principles of Consolidation*

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 (“GAAP”) in the United States of America have been condensed or omitted in accordance with these rules and regulations. The accompanying condensed consolidated balance sheet as of January 28, 2012 has been derived from the Company's audited financial statements for the fiscal year ended January 28, 2012. 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 these financial statements. Although management believes the disclosures and information presented are adequate, these interim condensed consolidated financial statements should 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 January 28, 2012. Operating results for the three and nine month periods ended October 27, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending February 2, 2013.

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 fiscal year ends on the Saturday nearest to January 31. References to years in this report relate to fiscal years, rather than to calendar years. The Company's most recently completed fiscal year, fiscal 2011, ended on January 28, 2012, and consisted of 52 weeks. Fiscal 2012 will end on February 2, 2013, and will contain 53 weeks.

**(3) Fair Value Measurements**

GAAP utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to observable quoted prices (unadjusted) in active markets for identical assets and liabilities and the lowest priority to unobservable inputs.

As of October 27, 2012 and January 28, 2012 the Company had \$ 2,100,000 in Level 2 investments in the form of bank certificates of deposit which are used as cash collateral for the issuance of commercial and standby letters of credit. Our investments in certificates of deposits were measured using inputs based upon quoted prices for similar instruments in active markets and, therefore, were classified as Level 2 investments. As of October 27, 2012 and January 28, 2012 the Company also had long-term variable rate bank credit loans with carrying values of \$38,000,000 and \$25,000,000, respectively. The fair values of the variable

rate bank loans approximate and are based on their carrying values. The Company has no Level 3 investments that use significant unobservable inputs.

#### (4) Intangible Assets

Intangible assets in the accompanying consolidated balance sheets consisted of the following:

	Weighted Average Life (Years)	October 27, 2012		January 28, 2012	
		Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Finite-lived intangible assets:					
NBC trademark license - second renewal	1.7	\$ 6,830,000	\$ (1,833,000)	\$ —	\$ —
NBC trademark license - first renewal	1.0	\$ 4,166,000	\$ (4,166,000)	\$ 4,166,000	\$ (2,951,000)
Indefinite-lived intangible assets:					
FCC broadcast license		\$ 23,111,000		\$ 23,111,000	

On May 11, 2012, the Company amended its trademark license agreement for the use of the ShopNBC brand name with NBCU, extending the term of the license agreement through January 2014. As consideration for the amendment, the Company paid NBCU \$4,000,000 upon execution and will pay an additional \$2,830,000 on May 15, 2013, which is included in accrued liabilities in the accompanying October 27, 2012 consolidated balance sheet. NBCU also has the right to terminate the trademark license agreement if the Company were to be in default on its Credit Facility (as defined below), unless waived or cured within 90 days of default, or if unrestricted cash plus credit availability on the facility were to fall below \$8 million. On May 16, 2011, the Company issued 689,655 shares of the Company's common stock as consideration for a one year renewal of the same trademark license agreement. Shares issued were valued at \$6.04 per share, representing the fair market value of the Company's stock on the date of issuance.

Amortization expense was \$1,000,000 and \$3,048,000 for the three and nine month periods ended October 27, 2012 and \$1,042,000 and \$2,838,000 for the three and nine month periods ended October 29, 2011. Estimated amortization expense for fiscal 2012 will be approximately \$4,048,000.

The Company annually reviews its FCC broadcast license for impairment in the fourth quarter, or more frequently if an impairment indicator is present. The Company estimates the fair value of its FCC broadcast license by using an income-based discounted cash flow model with the assistance of an independent outside fair value consultant. The discounted cash flow model includes certain assumptions including revenues, operating profit and a discount rate. While we believe that our estimates and assumptions regarding the valuation of the license are reasonable, different assumptions or future events could materially affect its valuation. In addition, due to the illiquid nature of this asset, our valuation for this license could be materially different if we were to decide to sell it in the short term which, upon revaluation, could result in a future impairment of this asset.

#### (5) Preferred Stock and Long-Term Payable

In February 2011, the Company made a \$2.5 million payment to GE Capital Equity Investments, Inc. ("GE Equity"), in connection with obtaining a consent for the execution of a common stock equity offering in December 2010, reducing the outstanding accrued dividends payable on the Series B Preferred Stock and recorded a \$1.2 million charge to income related to the early preferred stock debt extinguishment. In April 2011, the Company redeemed all of its outstanding Series B Preferred Stock for \$40.9 million, paid accrued Series B Preferred dividends of \$6.4 million and recorded a \$24.5 million charge related to the early preferred stock debt extinguishment.

In the third quarter of fiscal 2009, the Company entered into a long-term agreement with one of its larger service providers to defer a material portion of its monthly contractual cash payment obligation for services over the next three fiscal years. All services under this arrangement are being recognized as expense ratably over the term of the agreement. As of January 28, 2012, the total deferred amount was \$12,347,000, and is included in accrued liabilities in the accompanying January 28, 2012 balance sheet. In connection with securing a new \$40 million credit facility on February 9, 2012, the Company made an additional \$12,365,000 payment, paying off all remaining deferred obligations under the agreement. In connection with this deferral agreement, the Company granted a security interest in its Eden Prairie, Minnesota headquarters facility and its Boston television station to the service provider until January 2013.

## **(6) Credit Agreements**

On February 9, 2012, the Company retired its \$25 million term loan with Crystal Financial LLC ("Crystal") and entered into a new \$40 million credit and security agreement (the "Credit Facility") with PNC Bank, N.A. ("PNC"), a member of The PNC Financial Services Group, Inc., as lender and agent. The Credit Facility has a three -year maturity and bears interest at LIBOR plus 3% per annum. In addition to retiring the Crystal term loan, the initial net proceeds of borrowing of approximately \$38.2 million were used to pay a \$12,365,000 deferred payment obligation to a television distribution provider as described above under Note 5. Subject to certain conditions, the Credit Facility also provides for the issuance of letters of credit in an aggregate amount up to \$6 million which, upon issuance, would be deemed advances under the Credit Facility. Remaining capacity under the Credit Facility, currently \$2 million , provides liquidity for working capital and general corporate purposes.

Maximum borrowings under the Credit Facility are equal to the lesser of \$40 million or a calculated borrowing base comprised of eligible accounts receivable and eligible inventory. The Credit Facility is secured by substantially all of the Company's personal property, as well as the Company's real property located in Bowling Green, Kentucky. Under certain circumstances, the borrowing base may be adjusted if there were to be a significant deterioration in value of the Company's accounts receivable and inventory. The Credit Facility is subject to mandatory prepayment in certain circumstances. In addition, if the total Credit Facility is terminated prior to maturity, the Company would be required to pay an early termination fee of 2% of the total Credit Facility if terminated in year one ; 0.5% if terminated in year two ; and no fee if terminated in year three . Borrowings under the Credit Facility mature and are payable in February 2015. Interest expense recorded under the Credit Facility for the three and nine month periods ended October 27, 2012 was \$379,000 and \$1,104,000 , respectively.

The Credit Facility contains customary covenants and conditions, including, among other things, maintaining a minimum of unrestricted cash plus facility availability of \$6 million at all times and limiting annual capital expenditures. Certain financial covenants including minimum EBITDA levels (as defined in the Credit Facility) and minimum fixed charge coverage ratio become applicable only if unrestricted cash plus facility availability falls below \$12 million or upon an event of default. In addition, the Credit Facility places restrictions on the Company's ability to incur additional indebtedness or prepay existing indebtedness, to create liens or other encumbrances, to sell or otherwise dispose of assets, to merge or consolidate with other entities, and to make certain restricted payments, including payments of dividends to common shareholders. As of October 27, 2012 , the Company was in compliance with the applicable covenants of the Credit Facility. Costs incurred to obtain the Credit Facility totaling approximately \$781,000 have been capitalized and are being expensed as additional interest over the three -year term of the Credit Facility. In connection with the Crystal term loan refinancing, the Company was required to pay an early termination fee of \$500,000 to Crystal which was recorded as a loss on debt extinguishment in the accompanying statement of operations for the nine-month period ending October 27, 2012 . Additionally, the Company recorded an additional non-cash interest charge totaling \$2.3 million in the first quarter of fiscal 2012 relating to the write-off of unamortized Crystal term loan financing costs.

On November 17, 2010, the Company entered into a credit agreement with Crystal as agent for the lending group, which provided for a term loan of \$25 million (the "Credit Agreement") which was paid off on February 9, 2012 as described above. The Credit Agreement had a five -year maturity and bore interest on the outstanding principal amount based on fixed interest rates and floating interest rates based on LIBOR plus variable margins. The term loan was subject to a minimum borrowing base of \$25 million which was based on eligible accounts receivable, eligible inventory, certain real estate and certain eligible cash and was secured by substantially all of the Company's personal property, as well as the Company's real property located in Bowling Green, Kentucky. Interest expense recorded under the Credit Agreement for the three and nine month periods ended October 27, 2012 was \$0 and \$2,450,000 , respectively. Costs incurred to obtain the Credit Agreement totaling approximately \$3,037,000 were capitalized and were being expensed as additional interest over the original five -year term of the Credit Agreement.

## **(7) Share-Based Compensation - Stock Option Awards**

Compensation is recognized for all share-based compensation arrangements by the Company. Share-based compensation expense for the third quarter of fiscal 2012 and fiscal 2011 related to stock option awards was \$406,000 and \$609,000 , respectively. Stock-based compensation expense for the first nine-months of fiscal 2012 and fiscal 2011 related to stock option awards was \$1,072,000 and \$2,177,000 , 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 October 27, 2012 , the Company had two omnibus stock plans for which stock awards can be currently granted: the 2011 Omnibus Incentive Plan that provides for the issuance of up to 3,000,000 shares of the Company's stock and the 2004 Omnibus Stock Plan (as amended and restated in fiscal 2006) that provides for the issuance of up to 4,000,000 shares of the Company's common stock. The 2001 Omnibus Stock Plan expired on June 21, 2011. These plans are administered by the human resources and compensation committee of the board of directors 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

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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 human resources and 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. With the exception of market-based options, options granted 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 have contractual terms of ten years from the date of grant.

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 Company uses the simplified method in estimating its expected option term because it believes that historical exercise data cannot be accurately relied upon at this time to provide a reasonable basis for estimating an expected term due to the extreme volatility of its stock price and the resulting unpredictability of its stock option exercises. 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.

	<b>Fiscal 2012</b>	<b>Fiscal 2011</b>
Expected volatility	97 - 98%	88 - 93%
Expected term (in years)	6 years	6 years
Risk-free interest rate	1.0%	1.7% - 2.7%

#### *Market-Based Stock Option Awards*

On October 3, 2012, the Company granted 2,125,000 non-qualified market-based stock options to its executive officers as part of the Company's long-term executive compensation program. The options were granted with an exercise price of \$4.00 and each option will become exercisable in three tranches, as follows, on the dates when the Company's average closing stock price for 20 consecutive trading days equals or exceeds the following prices: Tranche 1 ( 50% of the shares subject to the option at \$6.00 per share); Tranche 2 ( 25% at \$8.00 per share); and Tranche 3 ( 25% at \$10.00 per share). If an average closing price of \$6.00 per share is not achieved on or before the third anniversary of the grant date, the entire option award will be forfeited. However, if the first tranche becomes exercisable, then the vesting of the second and third tranches can occur any time on or before the fifth anniversary of the grant date. Net shares issued upon the exercise of these market-based stock options (after shares are potentially withheld to cover the exercise price and applicable withholding taxes) may not be sold for a period of one year from the date of exercise. As of October 27, 2012 , all 2,125,000 market-based stock option awards remain outstanding. The total grant date fair value was estimated to be \$1,998,000 and is being amortized over the derived service periods for each tranche. Estimated non-cash compensation expense for fiscal 2013 related to this grant will be approximately \$1,280,000 . Grant date fair values and derived service periods for each tranche were determined using a Monte Carlo valuation model based on assumptions, which included a weighted average risk-free interest rate of 0.38% , a weighted average expected life of 3.3 years and an implied volatility of 78% and were as follows for each tranche:

	<b>Fair Value (Per Share)</b>	<b>Derived Service Period</b>
Tranche 1 (\$6.00/share)	\$ 0.93	15 months
Tranche 2 (\$8.00/share)	\$ 0.95	20 months
Tranche 3 (\$10.00/share)	\$ 0.95	24 months

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A summary of the status of the Company's stock option activity as of October 27, 2012 and changes during the nine-months then ended is as follows:

	2011 Incentive Stock Option Plan	Weighted Average Exercise Price	2004 Incentive Stock Option Plan	Weighted Average Exercise Price	2001 Incentive Stock Option Plan	Weighted Average Exercise Price	Other Non- Qualified Stock Options	Weighted Average Exercise Price
Balance outstanding, January 28, 2012	160,000	\$ 2.25	2,345,000	\$ 6.03	1,226,000	\$ 6.15	650,000	\$ 4.30
Granted	2,225,000	\$ 3.92	20,000	\$ 1.70	—	\$ —	—	\$ —
Exercised	—	\$ —	(81,000)	\$ 1.03	—	\$ —	—	\$ —
Forfeited or canceled	(10,000)	\$ 1.62	(143,000)	\$ 6.80	(47,000)	\$ 13.49	(125,000)	\$ 5.06
Balance outstanding, October 27, 2012	<u>2,375,000</u>	\$ 3.81	<u>2,141,000</u>	\$ 6.13	<u>1,179,000</u>	\$ 5.86	<u>525,000</u>	\$ 4.12
Options exercisable at October 27, 2012	<u>33,000</u>	\$ 2.63	<u>2,007,000</u>	\$ 6.03	<u>1,143,000</u>	\$ 5.75	<u>270,000</u>	\$ 3.87

The following table summarizes information regarding stock options outstanding at October 27, 2012 :

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
2011 Incentive:	<u>2,375,000</u>	\$ 3.81	10.0	\$ 35,000	<u>2,353,000</u>	\$ 3.83	10.0	\$ 31,000
2004 Incentive:	<u>2,141,000</u>	\$ 6.13	6.1	\$ 244,000	<u>2,127,000</u>	\$ 6.12	6.0	\$ 244,000
2001 Incentive:	<u>1,179,000</u>	\$ 5.86	5.8	\$ 33,000	<u>1,176,000</u>	\$ 5.87	5.8	\$ 33,000
Non- Qualified:	<u>525,000</u>	\$ 4.12	7.7	\$ 27,000	<u>500,000</u>	\$ 4.10	7.7	\$ 26,000

The weighted average grant-date fair value of options granted in the first nine months of fiscal 2012 and fiscal 2011 was \$0.98 and \$4.65 , respectively. The total intrinsic value of options exercised during the first nine months of fiscal 2012 and fiscal 2011 was \$91,000 and \$1,806,000 , respectively. As of October 27, 2012 , total unrecognized compensation cost related to stock options was \$3,192,000 and is expected to be recognized over a weighted average period of approximately 0.9 year.

**(8) Restricted Stock**

Compensation expense recorded for the third quarter of fiscal 2012 and fiscal 2011 relating to restricted stock grants was \$319,000 and \$952,000 , respectively. Compensation expense recorded in the first nine months of fiscal 2012 and fiscal 2011 relating to restricted stock grants was \$1,331,000 and \$1,560,000 , respectively. As of October 27, 2012 , there was \$1,017,000 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 2012 and fiscal 2011 was \$598,000 and \$316,000 , respectively.

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On October 3, 2012, the Company granted 330,000 shares of market-based restricted stock to certain key employees as part of the Company's long-term incentive program. Each restricted stock award will vest in three tranches, as follows, on the dates when the Company's average closing stock price for 20 consecutive trading days equals or exceeds the following prices: Tranche 1 ( 50% of the shares subject to the award at \$6.00 per share); Tranche 2 ( 25% at \$8.00 per share); and Tranche 3 ( 25% at \$10.00 per share). If an average closing price of \$6.00 per share is not achieved on or before the third anniversary of the grant date, the entire restricted stock award will be forfeited. However, if the first tranche vests, then the vesting of the second and third tranches can occur any time on or before the fifth anniversary of the grant date. Net shares received upon the vesting of these market-based stock restricted awards (after shares are potentially withheld to cover applicable withholding taxes) may not be sold for a period of one year from the date of vesting. As of October 27, 2012 , all 330,000 market-based restricted stock awards remain outstanding. The total grant date fair value was estimated to be \$425,000 and is being amortized over the derived service periods for each tranche. Estimated non-cash compensation expense for fiscal 2013 related to this grant will be approximately \$274,000 . Grant date fair values and derived service periods for each tranche were determined using a Monte Carlo valuation model based on assumptions, which included a weighted average risk-free interest rate of 0.32% , a weighted average expected life of 2.8 years and an implied volatility of 78% and were as follows for each tranche:

	Fair Value (Per Share)	Derived Service Period
Tranche 1 (\$6.00/share)	1.48	15 months
Tranche 2 (\$8.00/share)	1.39	20 months
Tranche 3 (\$10.00/share)	1.31	24 months

On June 13, 2012, the Company granted a total of 50,000 shares of restricted stock to six non-management board members as part of the Company's annual director compensation program. Each restricted stock award vests on the day immediately preceding the next annual meeting of shareholders following the date of grant. The aggregate market value of the restricted stock at the date of the award was \$85,000 and is being amortized as director compensation expense over the twelve-month vesting period. On November 18, 2011, the Company granted a total of 453,000 shares of restricted stock to employees. The restricted stock vests in two equal annual installments beginning November 18, 2012 and ending November 18, 2013. The aggregate market value of the restricted stock at the date of the award was \$816,000 and is being amortized as compensation expense over the one and two -year vesting periods. On June 15, 2011, the Company granted a total of 50,000 shares of restricted stock to seven non-management board members as part of the Company's annual director compensation program. Each restricted stock award vested on June 12, 2012 (the day immediately preceding the next annual meeting of shareholders following the date of grant). The aggregate market value of the restricted stock at the date of the award was \$377,000 and was amortized as director compensation expense over the twelve-month vesting period. On March 31, 2011, the Company granted a total of 522,000 shares of restricted stock to employees in lieu of an annual cash bonus for fiscal 2010. The restricted stock vests in two equal annual installments beginning March 31, 2012 and ending March 31, 2013. The aggregate market value of the restricted stock at the date of the award was \$3,323,000 and is being amortized as compensation expense over the one and two -year vesting periods.

A summary of the status of the Company's non-vested restricted stock activity as of October 27, 2012 and changes during the nine-month period then ended is as follows:

	Shares	Weighted Average Grant Date Fair Value
Non-vested outstanding, January 28, 2012	982,000	\$ 4.39
Granted	382,000	\$ 1.52
Vested	(298,000)	\$ 6.52
Forfeited	(80,000)	\$ 2.92
Non-vested outstanding, October 27, 2012	986,000	\$ 2.76

### **(9) Equity Offering**

On March 30, 2011, the Company completed a public equity offering of 9,487,500 shares of common stock at a price to the public of \$6.25 per share. Net proceeds from the offering were approximately \$55.5 million after deducting the underwriting discount and other offering expenses.

## (10) Net Loss Per Common Share

Basic loss per share is computed by dividing reported loss by the weighted average number of shares of common stock outstanding for the reported period. Diluted loss per share 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 net loss per share calculations and the number of shares used in the calculation of basic loss per share and diluted loss per share is as follows:

	Three-Month Periods Ended		Nine-Month Periods Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Net loss (a)	\$ (3,675,000)	\$ (6,350,000)	\$ (16,259,000)	\$ (39,736,000)
Weighted average number of shares of common stock outstanding — Basic	48,931,464	48,472,205	48,807,749	45,752,867
Dilutive effect of stock options, non-vested shares and warrants (b)	—	—	—	—
Weighted average number of shares of common stock outstanding — Diluted	48,931,464	48,472,205	48,807,749	45,752,867
Net loss per common share	\$ (0.08)	\$ (0.13)	\$ (0.33)	\$ (0.87)
Net loss per common share — assuming dilution	\$ (0.08)	\$ (0.13)	\$ (0.33)	\$ (0.87)

(a) The net loss for the nine-month periods ended October 27, 2012 and October 29, 2011 include charges totaling \$500,000 and \$25.7 million, respectively, related to losses on debt extinguishment incurred during the first quarters of fiscal 2012 and fiscal 2011.

(b) For the three-month periods ended October 27, 2012 and October 29, 2011, approximately 4,233,000 and 5,018,000, respectively, incremental in-the-money potentially dilutive common share stock options and warrants have been excluded from the computation of diluted loss per share, as the effect of their inclusion would be antidilutive. For the nine-month periods ended October 27, 2012 and October 29, 2011, approximately 3,838,000 and 6,021,000, respectively, incremental in-the-money potentially dilutive common share stock options and warrants have been excluded from the computation of diluted loss per share, as the effect of their inclusion would be antidilutive.

## (11) Business Segments and Sales by Product Group

The Company has only one reporting segment, which encompasses multichannel electronic retailing. The Company markets, sells and distributes its products to consumers primarily through television and online via its ShopNBC website. The Chief Operating Decision Maker is the Chief Executive Officer of the Company.

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

	Three-Month Periods Ended		Nine-Month Periods Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Jewelry & Watches	\$ 63,975	\$ 62,141	\$ 204,388	\$ 198,172
Home & Consumer Electronics	35,056	35,724	94,782	110,559
Beauty, Health & Fitness	19,558	17,047	54,008	46,674
Fashion & Accessories	8,995	10,464	28,796	23,851
All other	10,008	9,811	27,346	31,601
Total	\$ 137,592	\$ 135,187	\$ 409,320	\$ 410,857

## (12) Income Taxes

At January 28, 2012, the Company had federal net operating loss carryforwards (NOLs) of approximately \$285 million, and state NOLs of approximately \$120 million which are available to offset future taxable income. The Company's federal NOLs expire in varying amounts each year from 2023 through 2031 in accordance with applicable federal tax regulations and the timing of when the NOLs were incurred. During the quarter ended April 30, 2011, the Company had a change in ownership (as defined

in Section 382 of the Internal Revenue Code) as a result of the issuance of common stock coupled with the redemption of all the Series B Preferred Stock held by GE Equity. Sections 382 and 383 limit the annual utilization of certain tax attributes, including NOL carryforwards, incurred prior to a change in ownership. The limitations imposed by Sections 382 and 383 are not expected to impair the Company's ability to fully realize its NOLs; however, the annual usage of NOLs incurred prior to the change in ownership will be limited. The Company currently has recorded a full valuation allowance for its net deferred tax assets. The ultimate realization of these deferred tax assets and related limitations depend on the ability of the Company to generate sufficient taxable income in the future, as well as the timing of such income.

### **(13) Litigation**

The Company is involved from time to time in various claims and lawsuits in the ordinary course of business. In the opinion of management, the claims and suits individually and in the aggregate will not have a material adverse effect on the Company's operations or consolidated financial statements.

In the third quarter of fiscal 2009, the U.S. Customs and Border Protection agency commenced an investigation into an undervaluation and corresponding underpayment of the customs duty owed by one of the Company's vendors relating to a particular shipment of goods to the Company. After a lengthy investigation, the vendor was criminally charged and recently pleaded guilty in federal court to using fraudulent invoices to defraud U.S. Customs of duties. Because of the potential risk to the Company arising out of the shipments, the Company has been withholding funds from the vendor under contractual indemnification provisions, to cover any potential costs, penalties or fees that the Company might incur as a result of the investigation. After the vendor refused a request by the Company to indemnify it for this risk, in December 2009, through the U.S. District Court of Minnesota, the Company commenced litigation against the vendor for breach of contract. The vendor then filed counterclaims for payments it claimed were owed by the Company. The case has been stayed by the district court pending the final outcome of the U.S. Customs investigation. The Company believes that the funds it is withholding from the vendor will be sufficient to cover any costs or possible liabilities against it that may result from the investigation.

### **(14) Related Party Transactions**

The Company entered into marketing agreements with Creative Commerce and its subsidiary, International Commerce Agency, LLC ("International Commerce"), under which Creative Commerce and International Commerce agreed to provide vendor sourcing and retailing consulting services to the Company. Edwin Garrubbo, who used to be one of the Company's board members, is the majority owner of both Creative Commerce and International Commerce. The Company has made payments totaling approximately \$652,000 and \$1,064,000 for the nine-month periods ending October 27, 2012 and October 29, 2011, respectively relating to these services. As of June 13, 2012, Mr. Garrubbo was no longer a director of the Company. For additional information regarding these agreements, see the Company's definitive Proxy Statement on Schedule 14A, filed with the SEC on May 4, 2012.

#### ***Relationship with GE Equity and NBCU***

In January 2011, General Electric Company ("GE") consummated a transaction with Comcast Corporation ("Comcast") pursuant to which GE contributed all of its holdings in NBCU to NBCUniversal, LLC, a newly formed entity beneficially owned 51% by Comcast and 49% by GE. As a result of that transaction, NBCU is now a wholly owned subsidiary of NBCUniversal, LLC. As of October 27, 2012, the direct equity ownership of GE Equity in the Company consists of warrants to purchase up to 6,000,000 shares of common stock and the direct ownership of NBCU in the Company consists of 7,141,849 shares of common stock and warrants to purchase 7,372 shares of common stock. The Company has a significant cable distribution agreement with Comcast and believes that the terms of this agreement are comparable to those with other cable system operators.

In connection with the transfer of its ownership in NBCU, GE also agreed with Comcast that, for so long as GE Equity is entitled to appoint two members of our board of directors, NBCU will be entitled to retain a board seat provided that NBCU beneficially owns at least 5% of our adjusted outstanding common stock. Furthermore, GE agreed to obtain the consent of NBCU prior to consenting to our adoption of any shareholders rights plan or certain other actions that would impede or restrict the ability of NBCU to acquire or dispose of shares of our voting stock or taking any action that would result in NBCU being deemed to be in violation of the Federal Communications Commission multiple ownership regulations. For additional information regarding the Company's arrangements with Comcast, GE, GE Equity and NBCU, see the Company's definitive Proxy Statement on Schedule 14A, filed with the SEC on May 4, 2012.

## 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 January 28, 2012 .

### Cautionary Statement Regarding Forward-Looking Statements

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. Any statements contained herein that are not statements of historical fact, including statements regarding guidance, industry prospects or future results of operations or financial position made in this report are forward-looking. We often use words such as anticipates, believes, expects, intends and similar expressions to identify forward-looking statements. These statements are based on management's current expectations and accordingly are 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 preferences, spending and debt levels; the general economic and credit environment; interest rates; seasonal variations in consumer purchasing activities; the ability to achieve the most effective product category mixes to maximize sales and margin objectives; competitive pressures on sales; pricing and gross sales margins; the level of cable and satellite distribution for our programming and the associated fees; our ability to establish and maintain acceptable commercial terms with third-party vendors and other third parties with whom we have contractual relationships, and to successfully manage key vendor relationships; our ability to successfully manage and maintain our brand name and marketing initiatives; our ability to manage our operating expenses successfully and our working capital levels; our ability to remain compliant with our long-term credit facility covenants; the market demand for television station sales; our management and information systems infrastructure; challenges to our data and information security; changes in governmental or regulatory requirements; litigation or governmental proceedings affecting our operations; the risks identified under "Risk Factors" in our Form 10-K for our fiscal year ended January 28, 2012 ; 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. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this filing. We are under no obligation (and expressly disclaim any such obligation) to update or alter our forward-looking statements whether as a result of new information, future events or otherwise.

### Overview

#### *Company Description*

We are a multichannel electronic retailer that markets, sells and distributes products to consumers through TV, telephone, online, mobile and social media. Our principal form of product exposure is our 24-hour television shopping network, ShopNBC, which is distributed primarily through cable and satellite affiliation agreements, and markets brand name and private label products in the categories of jewelry & watches; home & consumer electronics; beauty, health & fitness; and fashion & accessories. We also operate ShopNBC.com, a comprehensive e-commerce platform that sells products appearing on our television shopping channel as well as an extended assortment of online-only merchandise. Our programming and products are also marketed via mobile devices - including smartphones and tablets such as the iPad, and through the leading social media channels. We have an exclusive trademark license from NBCU, for the worldwide use of an NBC-branded name for a period ending in January 2014. Pursuant to the license, we operate our television home shopping network and our Internet websites, ShopNBC.com and ShopNBC.TV.

Our investor relations website address is [shopnbc.com/ir](http://shopnbc.com/ir). Our goal is to maintain the investor relations web site as a way for investors to easily find information about us, including press releases, announcements of investor conferences, investor and analyst presentations and corporate governance. We also make available free of charge our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and all amendments to these filings as soon as practicable after that material is electronically filed with or furnished to the SEC. The information found on our website is not part of this or any other report we file with, or furnish to, the SEC.

#### *Products and Customers*

Products sold on our multi-media platforms include primarily jewelry & watches, home & consumer electronics, beauty, health & fitness, and fashion & accessories. Historically jewelry and watches have been our largest merchandise categories. We are currently working to shift our product mix to include a more diversified product assortment in order to grow our new and active

customer base. The following table shows our merchandise mix as a percentage of television home shopping and internet net merchandise sales for the years indicated by product category group:

Merchandise Mix	For the Three-Month		For the Nine-Month	
	Periods Ended		Periods Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Jewelry & Watches	50%	50%	53%	52%
Home & Consumer Electronics	28%	28%	25%	29%
Beauty, Health & Fitness	15%	14%	14%	13%
Fashion & Accessories	7%	8%	8%	6%

Our product 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 minute in our television and internet shopping operations. Our multichannel customers are primarily women between the ages of 35 and 65, married, with average annual household incomes of \$70,000 or more. We also have a strong presence of male customers of similar age and income range. We believe our customers make purchases based on our unique products, quality merchandise and value.

#### *Company Strategy*

As a premium multichannel electronic retailer, our strategy is to offer our customers differentiated quality brands and products at a compelling value proposition. We also seek to provide today's consumers with flexible programming formats and access that allow them to view and interact with our content and products at their convenience - whenever and wherever they are able. Our merchandise positioning aims to make us a trusted destination for quality and an authority in a broad category of merchandise. We focus on creating a customer experience that builds strong loyalty and a growing customer base.

In support of this strategy, we are pursuing the following actions to improve the operational and financial performance of our Company: (i) expand and diversify our product mix to appeal to more customers, to encourage additional purchases per customer and to increase customer retention rates (ii) increase new and active customers and improve household penetration, (iii) increase our gross margin dollars by improving merchandise margins in key product categories while prudently managing inventory levels, (iv) enhance our customer satisfaction through a variety of investments in technology, promotional activity and improved and competitive customer service policies, (v) manage our fixed operating and transaction expenses, (vi) grow our Internet and mobile business with expanded product assortments and Internet-only merchandise offerings, (vii) expand our Internet, mobile and social media channels to attract and retain more customers, and (viii) maintain cable and satellite carriage contracts at appropriate durations while seeking cost savings opportunities and improved footprint productivity through better channel positions and dual illumination or multiple channels.

#### *Our 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 television home shopping and e-commerce retailers; infomercial companies; other types of consumer retail businesses, including traditional "brick and mortar" department stores, discount stores, warehouse stores and specialty stores; 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 we are in terms of annual revenues and customers, and whose programming is carried more broadly to U.S. households than our programming. The American Collectibles Network, which operates Jewelry Television, also competes with us for television home shopping customers in the jewelry category. In addition, there are a number of smaller niche players and startups in the television home shopping arena who compete with us. We believe that our major competitors incur cable and satellite distribution fees representing a significantly lower percentage of their sales attributable to their television programming than do we; and that their fee arrangements are substantially on a commission basis (in some cases with minimum guarantees) rather than on the predominantly fixed-cost basis that we currently have. At our current sales level, our distribution costs as a percentage of total consolidated net sales are higher than our competition. However, one of our key strategies is to maintain our distribution fixed cost structure in order to leverage our profitability as we grow our business.

The e-commerce sector also is highly competitive, and we are in direct competition with numerous other internet retailers, many of whom are larger, better financed and have a broader customer base than we do.

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 ability to be successful in the television home shopping and e-commerce sectors will be dependent on a number of key factors, including increasing the number of customers who purchase products from us and increasing the dollar value of sales per customer from our existing customer base.

#### Results for the Third Quarter of Fiscal 2012

Consolidated net sales for our fiscal 2012 third quarter were \$137,592,000 compared to \$135,187,000 for our fiscal 2011 third quarter, which represents a 2% increase. We reported an operating loss of \$3,388,000 and a net loss of \$3,675,000 for our fiscal 2012 third quarter. We had an operating loss of \$ 5,369,000 and a net loss of \$ 6,350,000 for our fiscal 2011 third quarter.

### Results of Operations

#### Selected Condensed Consolidated Financial Data 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	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
	<b>Net sales</b>	100.0 %	100.0 %	100.0 %
<b>Gross margin</b>	36.9 %	37.2 %	37.5 %	37.7 %
<b>Operating expenses:</b>				
Distribution and selling	34.0 %	35.2 %	34.8 %	34.2 %
General and administrative	3.1 %	3.6 %	3.3 %	3.6 %
Depreciation and amortization	2.3 %	2.4 %	2.4 %	2.3 %
	39.4 %	41.2 %	40.5 %	40.1 %
<b>Operating loss</b>	(2.5)%	(4.0)%	(3.0)%	(2.4)%

#### Key Performance Metrics (Unaudited)

	For the Three-Month Periods Ended			For the Nine-Month Periods Ended		
	October 27, 2012	October 29, 2011	Change	October 27, 2012	October 29, 2011	Change
	<b>Program Distribution</b>					
Total Homes (Average 000's)	83,268	80,728	3.1 %	82,366	79,366	3.8 %
<b>Merchandise Metrics</b>						
Gross Margin %	36.9%	37.2%	-30 bps	37.5%	37.7%	-20 bps
Net Shipped Units (000's)	1,273	1,188	7.2 %	3,857	3,480	10.8 %
Average Selling Price	\$ 100	\$ 105	(4.8)%	\$ 99	\$ 108	(8.3)%
Return Rate	23.5%	24.6%	-110 bps	22.1%	22.8%	-70 bps
Internet Net Sales % (a)	44.8%	44.1%	+70 bps	45.4%	45.0%	+40 bps

(a) Internet sales percentage is calculated based on sales orders that are generated from our shopnbc.com website and primarily ordered directly online.

### ***Program Distribution***

Average homes reached, or full time equivalent ("FTE") subscribers, grew 3% in the third quarter of fiscal 2012, resulting in a 2.5 million increase in average homes reached versus the prior year comparable quarter. The increases were driven primarily by increases in our footprint as we expand into more widely distributed digital tiers of service. In addition, we made low-cost infrastructure investments during the current fiscal year that will enable us to soft launch our signal in high definition (HD) format and improve the appearance of our primary network feed. We are testing HD as a multi channel feed in selected markets in 2012, including 500,000 homes in Seattle that were launched within the third quarter. We believe that having an HD feed of our service will allow us to attract new viewers and customers, although the phased roll out of our HD feed may negatively impact future operating expenses. Our television home shopping programming is also simulcast live 24 hours a day, 7 days a week through our internet websites, [www.ShopNBC.com](http://www.ShopNBC.com) and [www.ShopNBC.TV](http://www.ShopNBC.TV), which is not included in the foregoing data on homes reached.

### ***Cable and Satellite Distribution Agreements***

We have entered into cable and direct-to-home distribution agreements that require each operator to offer our television home shopping programming substantially on a full-time basis over their systems. The terms of these existing agreements typically range from one to three years. Under certain circumstances, certain cable operators may drop our service prior to the expiration of the contract. Additionally, we may elect not to renew distribution agreements whose terms result in sub-standard or negative contribution margins. If the operator drops our service or if either the Company or the operator fails to reach mutually agreeable business terms concerning the distribution of our service so that the agreements are terminated, our business may be materially adversely affected. Failure to maintain our distribution agreements covering a material portion of our existing households on acceptable financial and other terms could materially and adversely affect our future growth, sales revenues and earnings unless we are able to arrange for alternative means of broadly distributing our television programming.

In February 2012, we renewed our largest television distribution agreement covering 18 million homes, or approximately 22% of our 82 million households. The terms of this agreement better reflect rates in today's competitive distribution environment, and we anticipate a net reduction in annual television distribution costs under this agreement by approximately \$15 million beginning January 2013. As part of the agreement, we will also receive a second channel on this distribution provider beginning January 2013.

### ***Net Shipped Units***

The number of net shipped units during the fiscal 2012 third quarter increased 7% from the prior year's comparable quarter to 1,273,000 from 1,188,000. For the nine months ended October 27, 2012, net shipped units increased 11% from the prior year's comparable period to 3,857,000 from 3,480,000. We believe the increase in units shipped during the fiscal 2012 third quarter and year to date is primarily due to a mix shift during the year to higher multi-unit purchase categories such as fashion and beauty.

### ***Average Selling Price***

The average selling price, or ASP, per net unit was \$100 in the fiscal 2012 third quarter, a 5% decrease from the comparable prior year quarter. For the nine months ended October 27, 2012, the ASP was \$99, an 8% decrease from the prior year's comparable period. The decrease in the ASP was driven primarily by a decrease in the sales mix of higher price point consumer electronic items during the quarter and year combined with a higher concentration of product sales in our beauty, fashion and home product categories. Consistent with our long-term strategy, we anticipate a continued decrease in ASP as we further broaden and expand our product assortment of lower priced items to reach a broader audience.

### ***Return Rates***

Our return rate was 23.5% in the fiscal 2012 third quarter as compared to 24.6% for the comparable prior year quarter, a 110 basis point decrease. For the nine months ended October 27, 2012, our return rate was 22.1% as compared to 22.8% for the prior year comparable period, a 70 basis point decrease. The decrease in the fiscal 2012 third quarter and year-to-date return rate was influenced by a decrease in return rates within our jewelry & watches, beauty, health & fitness and fashion & accessories product categories. We continue to monitor our return rates in an effort to keep our overall return rates in line and commensurate with our current product mix and our average selling price levels.

### ***Net Sales***

Consolidated net sales for the fiscal 2012 third quarter were \$137,592,000 as compared with consolidated net sales of \$135,187,000 for the fiscal 2011 third quarter, a 2% increase. The increase in quarterly consolidated net sales was driven by sales improvements in the beauty, health, & fitness categories due primarily to a shift in airtime during the quarter into these categories.

as well as sales improvements achieved in our jewelry & watches category. This performance was partially offset by a decrease in the categories of fashion & accessories and home & consumer electronics. Consolidated net sales for the nine months ended October 27, 2012 were \$409,320,000 , a minor decrease to consolidated net sales of \$410,857,000 for the comparable prior period. The small decrease in our year-to-date consolidated net sales from the prior year largely reflects the impact of a sales decrease in our home and consumer electronics category. These decreases were mostly offset by sales increases in all other categories. Net sales shortfalls in our consumer electronics category continued to impact our sales results during fiscal 2012 due to challenges related to limited product assortment as well as execution within this product area. We have taken specific actions to address these challenges, and we are starting to see improvements in this category. Going forward, we expect that this category will remain a small percentage of our overall Company sales. We are focused on broadening our higher margin businesses and also investing in new businesses to grow our product mix and customer base. Our e-commerce sales penetration was 44.8% and 45.4% as compared to 44.1% and 45.0% , for the third quarter and first nine-months of fiscal 2012 compared to fiscal 2011 , respectively. Our third quarter and year-to-date increases in Internet penetration primarily reflect higher customer utilization of mobile ordering platforms than in the prior year periods.

### ***Gross Profit***

Gross profit for the fiscal 2012 third quarter and fiscal 2011 third quarter was \$50,790,000 and \$50,242,000 , respectively, an increase of \$548,000 , or 1% . The increase in the gross profits experienced during the quarter was driven primarily by the year-over-year quarter sales increase discussed above, offset by lower quarterly gross margin percentages experienced as discussed below.

For the first nine-months of fiscal 2012 gross profit was \$153,502,000 , a decrease of \$1,400,000 or 0.9% from \$154,902,000 for the comparable prior year period. The decrease in the gross profits experienced during the first nine-months of fiscal 2012 was driven primarily by the year-over-year sales decrease and the lower year-to-date gross margin percentages experienced as discussed below. Gross margin percentages for the third quarter of fiscal 2012 and fiscal 2011 were 36.9% and 37.2% , respectively, a 30 basis point decrease. On a year to date basis, gross profit percentages were 37.5% for fiscal 2012 and 37.7% for fiscal 2011 , respectively, a 20 basis point decrease. The decreases in the third quarter and year-to-date gross margin percentage were driven primarily by increased shipping and handling promotions made during the year.

### ***Operating Expenses***

Total operating expenses for the fiscal 2012 third quarter were \$54,178,000 compared to \$55,611,000 for the comparable prior year period, a decrease of 3% . Total operating expenses for the nine months ended October 27, 2012 were \$165,780,000 compared to \$164,440,000 for the comparable prior period, an increase of 1% .

Distribution and selling expense decreased \$815,000 , or 2% , to \$46,762,000 , or 34.0% of net sales during the fiscal 2012 third quarter compared to \$47,577,000 , or 35.2% of net sales for the comparable prior year fiscal quarter. Distribution and selling expense decreased during the quarter primarily due to decreases totaling \$973,000 in variable credit card processing fees, driven by more favorable credit and debit card rates and lower bad debt expense; decreased share based compensation expenses of \$431,000 due to the timing of fully vested older stock option grants no longer being expensed and reduced restricted stock compensation expense resulting from the timing of vesting; and decreases in advertising and promotion expense of \$158,000. These decreases were partially offset by increased program distribution expenses of \$685,000 related to a 3% increase in average homes reached during the quarter.

Distribution and selling expense increased \$1,942,000 or 1% , to \$142,308,000 , or 34.8% of net sales during the nine months ended October 27, 2012 compared to \$140,366,000 or 34.2% of net sales for the comparable prior year period. Distribution and selling expense increased on a year-to-date basis primarily due to increased program distribution expense of \$4,037,000 related to a 4% increase in average homes reached during the year. The increase over the prior year was also due to increased salary and wage costs of \$759,000 and increased customer service and telemarketing expense of \$466,000 attributable to an increase in units ordered and shipped during the year. These distribution and selling expense increases were offset by decreases in variable credit card processing fees and other credit expense of \$2,264,000, decreased share based compensation expenses of \$432,000 and decreases in advertising and promotion expense of \$841,000.

General and administrative expense for the fiscal 2012 third quarter decreased \$582,000 , or 12% , to \$4,242,000 , or 3.1% of net sales, compared to \$4,824,000 , or 3.6% of net sales for the comparable prior year fiscal quarter. General and administrative expense decreased during the quarter primarily as a result of a reduction in share-based compensation of \$401,000 due to the timing of fully vested older stock option grants no longer being expensed and reduced restricted stock compensation expense resulting from the timing of vesting. In addition, general and administrative expense was also reduced by a \$312,000 favorable litigation settlement received during the third quarter of fiscal 2012. For the nine months ended October 27, 2012 , general and administrative expense decreased \$1,350,000 , or 9% , to \$13,446,000 , or 3.3% of net sales, compared to \$14,796,000 , or 3.6% of

net sales for the comparable prior year period. General and administrative expense decreased on a year-to-date basis primarily as a result of decreased share-based compensation expense of \$982,000 as described above, and decreases in salaries, consulting and bonus expense of \$600,000, offset by an increase in board fees of \$250,000.

Depreciation and amortization expense for the fiscal 2012 third quarter was \$3,174,000 compared to \$3,210,000 for the comparable prior year quarter, representing a decrease of \$36,000 , or 1% . Depreciation and amortization expense as a percentage of net sales for the three-month periods ended October 27, 2012 and October 29, 2011 was 2.3% and 2.4% respectively. For the nine months ended October 27, 2012 , depreciation and amortization expense was \$10,026,000 compared to \$9,278,000 for the comparable prior year period, representing an increase of \$748,000 , or 8% . Depreciation and amortization expense as a percentage of net sales for the nine-month periods ended October 27, 2012 and October 29, 2011 was 2.4% and 2.3% , respectively. The increase in depreciation and amortization expense on a year-to-date basis was primarily due to increased amortization expense of \$211,000 attributable to our renewed NBC trademark license and increased depreciation expense of \$484,000 attributable to new software upgrades being put into service.

### ***Operating Loss***

For the fiscal 2012 third quarter, our operating loss was \$3,388,000 compared to an operating loss of \$5,369,000 for the fiscal 2011 third quarter, representing a decrease in the size of the operating loss of \$1,981,000 . For the nine months ended October 27, 2012 , our operating loss was \$12,278,000 compared to an operating loss of \$9,538,000 for the comparable prior year period representing a year-to-date increase in the size of the operating loss of \$2,740,000 . For the fiscal third quarter the operating loss decreased due to increased gross profit dollars achieved and lower distribution and selling and general administrative expense incurred during the quarter. Our year-to-date operating loss increased during fiscal 2012 from the comparable prior year period primarily as a result of decreased gross profit dollars achieved and higher distribution and selling and depreciation expenses as noted above.

### ***Net Loss***

For the fiscal 2012 third quarter, we reported a net loss of \$3,675,000 or \$.08 per share on 48,931,464 weighted average common shares outstanding compared with a net loss of \$6,350,000 or \$.13 per share on 48,472,205 weighted average common shares outstanding in the fiscal 2011 third quarter. For the nine months ended October 27, 2012 , we reported a net loss of \$16,259,000 or \$0.33 per share on 48,807,749 weighted average common shares outstanding compared to a net loss of \$39,736,000 or \$0.87 per share on 45,752,867 weighted average common shares outstanding for the comparable prior year period. Net loss for the third quarter of fiscal 2012 includes interest expense of \$379,000 , offset by a gain of \$100,000 recorded on the sale of a non-operating asset and interest income totaling \$7,000 earned on our cash and investments. Net loss for the third quarter of fiscal 2011 includes interest expense of \$982,000 offset by interest income totaling \$17,000 earned on our cash and investments. Net loss for the nine months ended October 27, 2012 includes interest expense of \$3,571,000 , including a non-cash interest charge of \$2.3 million in connection with the write-off of previously capitalized debt financing costs and a \$500,000 charge relating to a pre-payment penalty paid on the early retirement of our \$25 million term loan, offset by a gain of \$100,000 recorded on the sale of a non-operating asset and interest income totaling \$11,000 earned on our cash and investments. Net loss for the nine-months ended October 29, 2011 includes a \$25.7 million charge related to the early preferred stock debt extinguishment and interest expense of \$4,528,000 , relating primarily to interest and debt discount amortization on our Series B Preferred Stock, term loan interest expense and the amortization of fees paid to obtain our bank credit facilities, offset by interest income totaling \$61,000 earned on our cash and investments.

For the third quarter and first nine-months of fiscal 2012 , net loss reflects an income tax provision of \$15,000 and \$21,000 , respectively, relating to state income tax expense on certain income for which there is no loss carryforward benefit available. For the third quarter and first nine-months of fiscal 2011 , net loss reflects an income tax provision of \$16,000 and \$52,000 , respectively, relating to state income tax expense on certain income for which there is no loss carryforward benefit available.

We have not recorded any income tax benefit on the net loss recorded in the first nine-months of fiscal 2012 and fiscal 2011 due to the uncertainty of realizing income tax benefits in the future as indicated by our recording of an income tax valuation allowance. Based on our recent history of losses, a full valuation allowance has been recorded and was calculated in accordance with GAAP, which places primary importance on our most recent operating results when assessing the need for a valuation allowance. We will continue to maintain a valuation allowance against our net deferred tax assets, including those related to net operating loss carryforwards, 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 fiscal 2012 third quarter was \$561,000 compared with Adjusted EBITDA loss of \$537,000 for the fiscal 2011 third quarter. For the nine months ended October 27, 2012 , Adjusted EBITDA was \$301,000 compared with Adjusted EBITDA of \$3,677,000 for the comparable prior year period.

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A reconciliation of Adjusted EBITDA to its comparable GAAP measurement, net loss, follows, in thousands:

	For the Three-Month		For the Nine-Month	
	Periods Ended		Periods Ended	
	October 27, 2012	October 29, 2011	October 27, 2012	October 29, 2011
Adjusted EBITDA (as defined)	\$ 561	\$ (537)	\$ 301	\$ 3,677
Less:				
Loss on debt extinguishment	—	—	(500)	(25,679)
Gain on sale of assets	100	—	100	—
Non-cash share-based compensation expense	(725)	(1,561)	(2,403)	(3,737)
EBITDA (as defined)	(64)	(2,098)	(2,502)	(25,739)
A reconciliation of EBITDA to net loss is as follows:				
EBITDA (as defined)	(64)	(2,098)	(2,502)	(25,739)
Adjustments:				
Depreciation and amortization	(3,224)	(3,271)	(10,176)	(9,478)
Interest income	7	17	11	61
Interest expense	(379)	(982)	(3,571)	(4,528)
Income tax provision	(15)	(16)	(21)	(52)
Net loss	\$ (3,675)	\$ (6,350)	\$ (16,259)	\$ (39,736)

EBITDA represents net income (loss) for the respective periods excluding depreciation and amortization expense, interest income (expense) and income taxes. We define Adjusted EBITDA as EBITDA excluding debt extinguishment, non-operating gains (losses) and non-cash share-based compensation expense.

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

### Critical Accounting Policies and Estimates

A discussion of the critical accounting policies related to accounting estimates and assumptions are discussed in detail in our fiscal 2011 annual report on Form 10-K under the caption entitled “Critical Accounting Policies and Estimates.”

### Financial Condition, Liquidity and Capital Resources

As of October 27, 2012, we had cash and cash equivalents of \$30,509,000 and had restricted cash and investments of \$2,100,000 pledged as collateral for our issuances of commercial and standby letters of credit. Our restricted cash and investments are generally restricted for a period ranging from 30-60 days and to the extent that commercial and standby letters of credit remain outstanding. In addition, under our new PNC Credit Facility, we are required to maintain a minimum of \$6 million of unrestricted cash and unused line availability at all times. As of January 28, 2012, we had cash and cash equivalents of \$32,957,000 and had restricted cash and investments of \$2,100,000 pledged as collateral for our issuances of standby and commercial letters of credit. For the first nine months of fiscal 2012, working capital decreased \$176,000 to \$71,731,000. The current ratio (our total current assets over total current liabilities) was 1.7 at October 27, 2012 and 1.8 at January 28, 2012.

### Sources of Liquidity

Our principal source of liquidity is our available cash and cash equivalents of \$30.5 million as of October 27, 2012. Our \$2.1 million restricted cash and investment balance is used as collateral for issuances of standby and commercial letters of credit and can fluctuate in relation to the level of our seasonal overseas inventory purchases. At October 27, 2012, our cash and cash equivalents were held in bank depository accounts primarily for the preservation of cash liquidity.



On February 9, 2012, we entered into a \$40.0 million new credit facility with PNC. The credit facility has a three-year maturity and bears interest at LIBOR plus 3% per annum. The initial net proceeds of borrowing of approximately \$38.2 million were primarily used to retire our existing 11% , \$25 million term loan with Crystal and to pay a \$12.4 million deferred payment obligation to a television distribution provider. Remaining capacity under the credit facility, currently \$2.0 million , provides liquidity for working capital and general corporate purposes.

Another potential source of near-term liquidity is our ability to increase our cash flow resources by reducing the percentage of our sales offered under our ValuePay installment program or by decreasing the length of time we extend credit to our customers under this installment program. However, any such change to the terms of our ValuePay installment program could impact future sales, particularly for products sold with higher price points. We are also currently exploring other financing alternatives including the monetization of our Boston television station assets and our Eden Prairie, Minnesota real estate assets.

### ***Cash Requirements***

Currently, our principal cash requirements are to fund our business operations, which consist primarily of purchasing inventory for resale, funding accounts receivable growth through the use of our ValuePay installment program in support of sales growth, funding our basic operating expenses, particularly our contractual commitments for cable and satellite programming, brand licensing and, to a lesser extent, the funding of necessary capital expenditures. We are closely managing our cash resources and our working capital. We attempt to manage our inventory receipts and reorders in order to ensure our inventory investment levels remain commensurate with our current sales trends. We also monitor the collection of our credit card and ValuePay installment receivables and manage our vendor payment terms in order to more effectively manage our working capital which includes matching cash receipts from our customers, to the extent possible, with related cash payments to our vendors. Our ValuePay installment program entitles customers to purchase merchandise and generally make payments in two or more equal monthly credit card installments. ValuePay remains a cost effective promotional tool for us. We continue to make strategic use of our ValuePay program in an effort to increase sales and to respond to similar competitive programs.

On May 11, 2012, the Company amended its trademark license agreement for the use of the ShopNBC brand name with NBCU, extending the term of the license agreement through January 2014. As consideration for the amendment, the Company paid NBCU \$4,000,000 upon execution and will pay an additional \$2,830,000 on May 15, 2013.

We also have significant future commitments for our cash, primarily payments for cable and satellite program distribution obligations and the eventual repayment of our PNC Credit Facility. We believe that our existing cash balances will be sufficient to maintain liquidity to fund our normal business operations over the next twelve months. We currently have total contractual cash obligations and commitments primarily with respect to our cable and satellite agreements, credit facility and operating leases totaling approximately \$226 million over the next five fiscal years.

For the nine months ended October 27, 2012 , net cash used for operating activities totaled \$5,796,000 compared to net cash used for operating activities of \$17,389,000 for the comparable fiscal 2011 period. Net cash used for operating activities for the fiscal 2012 and 2011 periods reflects a net loss, as adjusted for depreciation and amortization, share-based payment compensation, loss on debt extinguishment, non-cash interest charge, gain on disposal of assets and the amortization of deferred revenue, debt discount and other financing costs. In addition, net cash used for operating activities for the nine months ended October 27, 2012 reflects an increase in accounts receivable, inventories and prepaid expenses as well as an increase in accounts payable and accrued liabilities.

Accounts receivable increased due to increased utilization of our ValuePay installment program as well as an increase in the average installment length. Inventories increased as a result of planned purchases in advance of our holiday season. Accounts payable and accrued liabilities increased during the first nine months of fiscal 2012 due primarily to the timing of payments made to inventory vendors and program distribution operators, offset by our payment of a \$12.4 million deferred obligation to a television distribution provider.

Net cash used for investing activities totaled \$8,684,000 for the first nine months of fiscal 2012 compared to net cash used for investing activities of \$8,689,000 for the comparable fiscal 2011 period. For the nine months ended October 27, 2012 and October 29, 2011 , expenditures for property and equipment were \$4,786,000 and \$9,101,000 , respectively, and primarily include capital expenditures made for the development, upgrade and replacement of computer software, order management and merchandising systems, related computer equipment, digital broadcasting equipment and other office equipment, warehouse equipment and production equipment. Principal future capital expenditures are expected to include the development, upgrade and replacement of various enterprise software systems, the expansion of warehousing capacity and security in our network, 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. During the nine-month period ended October 27, 2012 , we also made a \$4 million cash payment in connection with the extension of our NBC trademark license. During the nine-month

periods ended October 27, 2012 and October 29, 2011, we also received proceeds of \$102,000 and \$412,000 relating to the disposal of assets and equipment.

Net cash provided by financing activities totaled \$12,032,000 for the nine months ended October 27, 2012 and related primarily to cash proceeds of \$38,215,000 from our PNC Credit Facility and cash proceeds of \$84,000 from the exercise of stock options, offset by payments made totaling \$25,500,000 to repay our Crystal term loan, long term credit facility payments totaling \$215,000 and payment of deferred issuance costs of \$552,000. Net cash provided by financing activities totaled \$7,349,000 for the nine-month period ended October 29, 2011 and related primarily to cash proceeds received of approximately \$55.5 million as a result of our common stock equity offering and cash proceeds received of \$1,712,000 from the exercise of stock options, offset by payments of \$40.9 million for the repurchase of all our outstanding Series B Redeemable Preferred Stock and \$8.9 million for all accrued Series B Preferred dividends and payment of deferred issuance costs of \$94,000.

### **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. Our operations are conducted primarily in the United States and are not subject to foreign currency exchange rate risk. Some of our products are sourced internationally and may fluctuate in cost as a result of foreign currency swings; however, we believe these fluctuations have not been significant. We currently have a bank credit facility that has exposure to interest rate risk; changes in market interest rates could impact the level of interest expense and income earned on our cash and cash equivalents portfolio.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Disclosure Controls and Procedures**

As of the end of the period covered by this report, 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 (the "Exchange Act")). Based on this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures.

#### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting during the most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II — OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are involved from time to time in various claims and lawsuits in the ordinary course of business. In the opinion of management, these claims and suits individually and in the aggregate have not had a material effect on our operations or consolidated financial statements.

### ITEM 1A. RISK FACTORS

#### *Potential Fourth Quarter Sales Impact of Superstorm Sandy*

In late October, Superstorm Sandy struck the Northeast and Mid-Atlantic regions of the United States causing a significant amount of damage and television disruption within this area. Our sales performance was impacted over the first two weeks of our fiscal 2012 fourth quarter as a result of this storm. During the first week of our fourth quarter, sales were down approximately 16% and sales were down approximately 8% during the second week of the quarter. The sales impact was greatest in the Mid-Atlantic states that were directly in the path of the storm. Our household footprint within this affected area is approximately 18 million homes, or 22% of our total household base. We have subsequently seen improvement in the sales trend, however, it is too early to predict what the total effect, if any, that this storm will ultimately have on our total fourth quarter results.

See Part I. Item 1A., “Risk Factors,” of ValueVision Media's Annual Report on Form 10-K for the year ended January 28, 2012 , for a detailed discussion of the risk factors affecting ValueVision Media. There have been no material changes from the risk factors described in the annual report.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS

The exhibits filed with this Quarterly Report on Form 10-Q are set forth on the Exhibit Index filed as a part of this report beginning immediately following the signatures.

**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.**

November 29, 2012

/s/ KEITH R. STEWART

Keith R. Stewart  
Chief Executive Officer  
(Principal Executive Officer)

November 29, 2012

/s/ WILLIAM MCGRATH

William McGrath  
Executive Vice President, Chief Financial Officer  
(Principal Financial Officer)

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit</b>	<b>Filed by</b>
3.1	Articles of Incorporation of the Registrant, as amended	Incorporated by reference (1)
3.2	Amended and Restated By-Laws, as amended	Incorporated by reference (2)
10.1	Form of Performance Stock Option Award Agreement (Executive Officers) under the 2011 Omnibus Incentive Plan	Filed Electronically
31.1	Certification	Filed Electronically
31.2	Certification	Filed Electronically
32	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer	Filed Electronically
101.INS	XBRL Instance Document	Filed Electronically
101.SCH	XBRL Taxonomy Extension Schema	Filed Electronically
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	Filed Electronically
101.DEF	XBRL Taxonomy Extension Definition Linkbase	Filed Electronically
101.LAB	XBRL Taxonomy Extension Label Linkbase	Filed Electronically
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	Filed Electronically

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(1) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q dated April 30, 2011 filed on June 7, 2011, File No. 000-20243.

(2) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated September 21, 2010, filed on September 27, 2010, File No. 000-20243.

VALUEVISION MEDIA, INC.

**Performance Stock Option Award Agreement  
Under the 2011 Omnibus Incentive Plan**

ValueVision Media, Inc. (the “Company”), pursuant to its 2011 Omnibus Incentive Plan (the “Plan”), hereby grants to you, the Optionee named below, an Option to purchase the number of shares of the Company's common stock shown in the table below (the “Option Shares”) at the specified exercise price per share. The terms and conditions of this Option Award are set forth in this Agreement, consisting of this cover page and the Option Terms and Conditions on the following pages, and in the Plan document which is attached. To the extent any capitalized term used in this Agreement is not defined, it shall have the meaning assigned to it in the Plan as it currently exists or as it is amended in the future.

Name of Optionee:**[_____]	
Option Shares:**[_____]	Grant Date:_____, 20__
Exercise Price Per Share:\$**[4.00]	Expiration Date:_____, 20__
<b>Vesting and Exercise Schedule:</b>	
	<u>Number of Option Shares as to Which Option Becomes Vested and Exercisable</u>
<u>Dates</u>	[50%] (First Tranche)
Date Average Closing Price equals or exceeds \$6.00	[25%] (Second Tranche)
Date Average Closing Price equals or exceeds \$8.00	[25%] (Third Tranche)
Date Average Closing Price equals or exceeds \$10.00	

By signing below or otherwise evidencing your acceptance of this Agreement in a manner approved by the Company, you agree to all of the terms and conditions contained in this Agreement and in the Plan document. You acknowledge that you have reviewed these documents and that they set forth the entire agreement between you and the Company regarding your rights and obligations in connection with this Option Award.

OPTIONEE: VALUEVISION MEDIA, INC.

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**ValueVision Media, Inc.  
2011 Omnibus Incentive Plan  
Performance Stock Option Award Agreement**

**Option Terms and Conditions**

1. **Non-Statutory Stock Option**. This Option is not intended to be an “incentive stock option” within the meaning of Section 422 of the Code and will be interpreted accordingly.
2. **Timing of Vesting and Exercisability**. So long as your Service to the Company and its Affiliates has not ended, this Option will vest and become exercisable as provided in this Section 2.
  - (a) **Scheduled Vesting**. This Option will vest and become exercisable as to the number of Option Shares specified in the Vesting and Exercise Schedule on the cover page to this Agreement on each of the dates the Average Closing Price (as defined in Section 2(b) below) of a Share equals or exceeds the applicable dollar amount specified in the Vesting and Exercise Schedule. The dollar amounts specified in the Vesting and Exercise Schedule to be achieved as conditions precedent to the vesting and exercisability of specified tranches

of the Option Shares shall or may be subject to equitable adjustment by the Committee under the circumstances specified in Section 12(a) of the Plan. The Vesting and Exercise Schedule is cumulative, meaning that to the extent the Option has not already been exercised and has not expired, terminated or been forfeited, you or the person otherwise entitled to exercise the Option as provided in this Agreement may at any time purchase all or any portion of the Option Shares that may then be purchased under that Schedule.

(b) Definition of Average Closing Price. For purposes of this Agreement, and except as otherwise provided in Section 10(a) below, the "Average Closing Price" means the average closing sale price of a Share on the Nasdaq Stock Market (or such other registered national securities exchange that is then the principal exchange on which Shares are traded) for any period of 20 consecutive trading days.

(c) Limitation on Scheduled Vesting. Notwithstanding Section 2(a) of this Agreement, if the First Tranche of Option Shares identified in the Vesting and Exercise Schedule has not yet vested on or before the third anniversary of the Grant Date because the Average Closing Price has not reached the prescribed level, then this Option will be forfeited in its entirety. If, however, the First Tranche of Option Shares has vested on or before the third anniversary of the Grant Date, then the vesting of the Second and Third Tranches of Option Shares identified in the Vesting and Exercise Schedule may occur at any time on or before the fifth anniversary of the Grant Date. To the extent either or both of the Second and Third Tranches of Option Shares have not vested on or before the fifth anniversary of the Grant Date, any unvested portion of this Option shall immediately be forfeited.

(d) Possible Accelerated Vesting. Vesting and exercisability of this Option may be accelerated during the term of the Option under the circumstances described in Section 10 of this Agreement, and at the discretion of the Committee in accordance with Section 3(b)(2) of the Plan.

3. Expiration. This Option will expire and will no longer be exercisable at 5:00 p.m. Central Time on the earliest of:

- (a) the Expiration Date specified on the cover page of this Agreement;
- (b) upon your termination of Service for Cause;
- (c) upon the expiration of any post-termination exercise period specified in Section 6(e) of the Plan or Section 10(b) of this Agreement; or
- (e) the date (if any) fixed for termination or cancellation of this Option pursuant to Section 10(c) of this Agreement.

4. Service Requirement. If your Service with the Company and all of its Affiliates terminates while this Option is outstanding, you will forfeit any unvested portion (and, in the case of a termination for Cause, any unexercised portion) of this Option as provided in Section 6(e) of the Plan. Except as otherwise provided in Section 6(e) of the Plan and Section 10 of this Agreement, this Option may be exercised only while you continue to provide Service to the Company or any Affiliate, and then only if you have continuously provided such Service since the Grant Date.

5. Exercise of Option. Subject to Section 4, the vested and exercisable portion of this Option may be exercised by delivering written or electronic notice of exercise to the Company at the principal executive office of the Company, to the attention of the Company's Corporate Secretary or the party designated by such officer (which written or electronic notice will state the number of Shares to be purchased and the manner in which the exercise price will be paid, and must be signed or otherwise authenticated by the person exercising this Option), or by such other means as the Committee may approve. If the person exercising this Option is not the Optionee, he/she also must submit appropriate proof of his/her right to exercise this Option.

6. Payment of Exercise Price. When you submit your notice of exercise, you must include payment of the exercise price of the Shares being purchased through one or a combination of the following methods:

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(a) cash (including check, bank draft or money order payable to the Company);

(b) to the extent permitted by law, a broker-assisted cashless exercise in which you irrevocably instruct a broker to deliver proceeds of a sale of all or a portion of the Option Shares for which the Option is being exercised (or proceeds of a loan secured by such Shares) to the Company in payment of the purchase price of such Option Shares;

(c) by delivery to the Company or its designated agent of unencumbered Shares having an aggregate Fair Market Value on the date of exercise equal to the purchase price of the Option Shares for which the Option is being exercised; or

(d) by having the Company withhold a number of Shares that would otherwise be delivered to you upon exercise, such number of Shares to be withheld having an aggregate Fair Market Value on the date of exercise equal to the purchase price of the Option Shares for which the Option is being exercised.

However, if the Committee determines, in any given circumstance, that payment of the exercise price with Shares is undesirable for any reason, you will not be permitted to pay any portion of the exercise price in that manner.

7. **Withholding Taxes**. You may not exercise this Option in whole or in part unless you make arrangements acceptable to the Company for payment of any federal, state, local or foreign withholding taxes that may be due as a result of the exercise of this Option. You hereby authorize the Company (or any Affiliate) to withhold from payroll or other amounts payable to you any sums required to satisfy such withholding tax obligations, and otherwise agree to satisfy such obligations in accordance with the provisions of Section 14 of the Plan. If you wish to satisfy some or all of such withholding tax obligations by delivering Shares you already own or by having the Company withhold a portion of the Shares that would otherwise be issued to you upon exercise of the Option, you must make such a request which shall be subject to approval by the Committee. Delivery of Shares upon exercise of this Option is subject to the satisfaction of applicable withholding tax obligations.

8. **Issuance of Shares**. As soon as practicable after the Company receives the notice of exercise and payment of the exercise price as provided above, and determines that all conditions to exercise, including Section 7 of this Agreement, have been satisfied, it will arrange for the issuance of the Shares being purchased. The Company will pay any original issue or transfer taxes with respect to the issue and transfer of the Shares to you, and all fees and expenses incurred by it in connection therewith. All Shares so issued will be fully paid and nonassessable. Notwithstanding anything to the contrary in this Agreement, the Company will not be required to issue or deliver any Shares prior to the completion of such registration or other qualification of such Shares under any state or federal law, rule or regulation as the Company may determine to be necessary or desirable.

9. **Transfer Restrictions Upon Issued Shares**. Except as otherwise provided in this Section 9, the Net Shares (as defined in Section 9(a) below) issued upon an exercise of this Option may not be sold, transferred, assigned, pledged or otherwise encumbered or disposed of for a period of one year after the applicable exercise date on which such Shares were acquired.

(a) **Definition of Net Shares**. For purposes of this Agreement, the "Net Shares" issued upon an exercise of this Option means the number of Option Shares as to which this Option is then being exercised minus (i) a number of Shares having an aggregate Fair Market Value on the date of exercise equal to the purchase price of the Option Shares for which the Option is then being exercised, and minus (ii) a number of Shares having an aggregate Fair Market Value on the date of exercise equal to the amount of taxes required to be withheld in connection with the exercise, determined in accordance with your minimum required tax withholding rate.

(b) **No Requirement to Pay Exercise Price or Withholding Taxes in Shares**. Neither the requirement that the Net Shares issuable upon a Option exercise be subject to transfer restrictions nor the manner of determining the number of Net Shares shall be construed as requiring you to pay an Option exercise price or any withholding taxes by means of the withholding of Option Shares otherwise issuable upon the exercise of this Option. To

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the extent that you elect to satisfy these obligations in a manner other than by a withholding of Option Shares otherwise issuable, only the portion of the Shares issued that constitute Net Shares will be subject to the transferability restriction imposed by this Section 9.

(c) Lapse of Transfer Restrictions. The one year restriction on transferability that would otherwise be imposed on Net Shares by this Section 9 shall lapse if your Service to the Company and its Affiliates is terminated by the Company or any Affiliate without Cause, or as a result of your death or Disability.

(d) Enforcing Transfer Restrictions. The Secretary of the Company, or the Company's transfer agent, will hold any certificate evidencing Net Shares during the restriction on transferability, or cause such Net Shares to be maintained in a book entry account, until the transferability restrictions imposed by this Section 9 lapse. Until that time, any certificate(s) issued for Net Shares will bear an appropriate legend referring to the transfer restrictions on the Net Shares evidenced thereby, and any book entry accounts that reflect the issuance of such Net Shares will be accompanied by a comparable notation regarding applicable transfer restrictions.

10. Change in Control. The following provisions apply to this Option in the event of a Change in Control.

(a) Effect on Average Closing Price. With respect to a Change in Control that involves a Corporate Transaction, the per Share fair market value (as determined in good faith by the Committee) of the consideration to be received by the Company or its shareholders in the Corporate Transaction shall be deemed the Average Closing Price for purposes of determining the degree to which this Option is vested as of or immediately prior to the effective time of the Corporate Transaction.

(b) Continuation, Assumption or Replacement of Option. If this Option is continued, assumed or replaced in connection with a Change in Control as contemplated by Section 12(b)(1) of the Plan (for Corporate Transactions) or Section 12(c) of the Plan, then to the extent the First Tranche of this Option has not already vested pursuant to Section 2(a), that portion of the Option shall immediately vest and become exercisable if you experience an involuntary termination of Service for reasons other than Cause within one year after the effective time of the Change in Control. To the extent this Option has become vested and exercisable as of your involuntary termination of Service for reasons other than Cause within one year after the effective time of a Change in Control, including pursuant to this Section 10(b), it shall remain exercisable for one year following your termination of Service (but in no event later than the Expiration Date).

(c) Corporate Transactions Where Option Not Continued, Assumed or Replaced. If this Option is not continued, assumed or replaced in connection with a Corporate Transaction as contemplated by Section 12(b)(1) of the Plan, then to the extent the First Tranche of this Option has not already vested pursuant to Section 2(a), that portion of the Option shall vest and become exercisable prior to the effective time of the Corporate Transaction in the manner provided in Section 12(b)(2) of the Plan, and this Option shall terminate at the effective time of the Corporate Transaction. Alternatively, the Committee may provide for the cancellation of this Option at or immediately prior to the effective time of the Corporate Transaction in exchange for a payment to you calculated in the manner described in Section 12(b)(3) of the Plan, except that the calculation of such payment shall be based only upon that number of Option Shares subject to the then vested and exercisable portion of the Option, after giving effect to any acceleration of vesting called for by this Section 10(c).

11. Transfer of Option. During your lifetime, only you (or your guardian or legal representative in the event of legal incapacity) may exercise this Option except in the case of a transfer described below. You may not assign or transfer this Option other than (i) a transfer upon your death in accordance with your will, by the laws of descent and distribution or pursuant to a beneficiary designation submitted in accordance with Section 6(d) of the Plan, or (ii) pursuant to a qualified domestic relations order. Following any such transfer, this Option shall continue to be subject to the same terms and conditions that were applicable to this Option immediately prior to its transfer and may be exercised by such permitted transferee as and to the extent that this Option has become exercisable and has not terminated in accordance with the provisions of the Plan and this Agreement.

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12. **No Shareholder Rights Before Exercise**. Neither you nor any permitted transferee of this Option will have any of the rights of a shareholder of the Company with respect to any Shares subject to this Option until an appropriate book entry in the Company's stock register has been made or a certificate evidencing such Shares has been issued. No adjustments shall be made for dividends or other rights if the applicable record date occurs before an appropriate book entry has been made or your stock certificate has been issued, except as otherwise described in the Plan.

13. **Discontinuance of Service**. This Agreement does not give you a right to continued Service with the Company or any Affiliate, and the Company or any such Affiliate may terminate your Service at any time and otherwise deal with you without regard to the effect it may have upon you under this Agreement.

14. **Governing Plan Document**. This Agreement and Option are subject to all the provisions of the Plan, and to all interpretations, rules and regulations which may, from time to time, be adopted and promulgated by the Committee pursuant to the Plan. If there is any conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will govern.

15. **Choice of Law**. This Agreement will be interpreted and enforced under the laws of the state of Minnesota (without regard to its conflicts or choice of law principles).

16. **Binding Effect**. This Agreement will be binding in all respects on your heirs, representatives, successors and assigns, and on the successors and assigns of the Company.

17. **Notices**. Every notice or other communication relating to this Agreement shall be in writing and shall be mailed to or delivered to the party for whom it is intended at such address as may from time to time be designated by it in a notice mailed or delivered to the other party as herein provided. Unless and until some other address is so designated, all notices or communications by you to the Company shall be mailed or delivered to the Company at its office at 6740 Shady Oak Road, Eden Prairie, MN 55344, fax 952-943-6111, and all notices or communications by the Company to you may be given to you personally or may be mailed to you at the address indicated in the Company's records as your most recent mailing address.

***By signing the cover page of this Agreement or otherwise accepting this Award in a manner approved by the Company, you agree to all the terms and conditions contained in this Agreement and in the Plan document.***

## CERTIFICATION

I, Keith R. Stewart, certify that:

1. I have reviewed this 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(s) 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; and
5. The registrant's other certifying officer(s) 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 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 controls over financial reporting.

Date: November 29, 2012

*/s/ Keith R. Stewart*

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Keith R. Stewart

Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, William McGrath, certify that:

1. I have reviewed this 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(s) 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; and
5. The registrant's other certifying officer(s) 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 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 controls over financial reporting.

Date: November 29, 2012

*/s/ William McGrath*

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William McGrath

Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION OF THE PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350  
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of ValueVision Media, Inc., a Minnesota corporation (the “*Company*”), for the quarter ended October 27, 2012, as filed with the Securities and Exchange Commission on or about the date hereof (the “*Report*”), the undersigned officers of the Company certify pursuant to 18 U.S.C. Section 1350, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to their knowledge:

- the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 29, 2012

/s/ Keith R. Stewart

Keith R. Stewart  
Chief Executive Officer  
(Principal Executive Officer)

Date: November 29, 2012

/s/ William McGrath

William McGrath  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)