

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ValueVision Media, Inc.

(Name of Registrant as Specified In Its Charter)

Clinton Relational Opportunity Master Fund, L.P.

Clinton Relational Opportunity, LLC

Channel Commerce Partners, L.P.

GEH Capital, Inc.

Clinton Special Opportunities Master Fund, Ltd.

Clinton Group, Inc.

George E. Hall

Thomas D. Beers

Mark Bozek

Ronald L. Frasch

Thomas D. Mottola

Robert Rosenblatt

Fred Siegel

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On June 10, 2014, Clinton Group, Inc. and its affiliates (collectively, "Clinton") released a letter to employees of ValueVision Media, Inc. A copy of the letter is filed herewith as Exhibit 1.

Also on June 10, 2014, Clinton posted an additional reference to such letter in the "Shareholder Materials" section of www.AddValueAndVision.com. A copy of the additional reference is filed herewith as Exhibit 2.

[CLINTON GROUP LETTERHEAD]

June 10, 2014

To ValueVision Employees:

The Clinton Group, Inc. and the various funds it manages is one of the largest owners of ValueVision Media. We are enthusiastic about the Company's prospects and a proud owner of the stock.

As you probably know, we are seeking to replace a majority of the sitting Board of Directors with independent professionals that we believe can help chart a better course for the Company, as well as its owners, customers and employees. In eight days, at the ValueVision Annual Meeting, the shareholders (including many of you) will decide which group of individuals will oversee the strategy and operations of the business as members of the Company's Board of Directors. The Board is also responsible for deciding who should run the Company on a day-to-day basis as members of the executive team.

I am writing to thank you for your hard work and dedication to the Company. Without you, there would be no ShopHQ. I know that for many of you, the position you hold at ShopHQ isn't just a job, it is an integral part of your life. We have heard from many of you about your desire to see the Company grow and prosper; please know that our goals in this regard are aligned. We too believe in a bigger, better, more profitable ValueVision and one that is a good employer, good member of the community and good business.

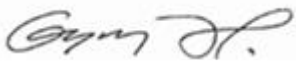
No one knows, yet, how this election will turn out. But I want to assure you that our nominees – the people who we believe should be on the Board – have read the emails and letters we have received and talked with some of your colleagues. We are well aware of some of the complaints and operational issues at the Company. The nominees, if they are elected, look forward to helping to instill a culture that addresses the problems to which we have been alerted and create a ValueVision in which the senior executive team works as hard as everyone else, respects all employees and strives for greatness. Our nominees will not tolerate part-time executives, nor ones that believe swearing and belittling is a form of effective management. Greatness in business, as in all human affairs, requires thoughtfulness and empathy, and a healthy dose of humility.

We encourage you to vote your stock. You know the Company better than almost anyone. So, decide for yourself whether change is necessary. If you think it is, please review our proxy material (available at www.AddValueAndVision.com) and see if we are offering the sort of change you think will help to make ValueVision great. We would be honored to receive your vote. Use the GOLD card to vote for our nominees.

I would be delighted to answer any questions or field any concerns. You can reach me directly at VVTV@clinton.com or 212-825-0400. I assure you any such communications will be held strictly in confidence as will any votes you cast through your broker or bank.

Thank you again for your dedication to ValueVision. Together, we can build a fantastic company.

Sincerely,



Gregory P. Taxin
President

SHAREHOLDER MATERIALS

Clinton Group Letter to Employees

June 10, 2014

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CLINTON RELATIONAL OPPORTUNITY MASTER FUND, L.P., CLINTON RELATIONAL OPPORTUNITY, LLC, GEH CAPITAL, INC., CLINTON SPECIAL OPPORTUNITIES MASTER FUND, LTD., CHANNEL COMMERCE PARTNERS, L.P., CLINTON GROUP, INC., GEORGE E. HALL (COLLECTIVELY, "CLINTON") THOMAS D. BEERS, MARK BOZEK, RONALD L. FRASCH, THOMAS D. MOTTOLA, ROBERT ROSENBLATT AND FRED SIEGEL (TOGETHER WITH CLINTON, THE "PARTICIPANTS") AND/OR CERTAIN AFFILIATED PARTIES HAVE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "SEC") A DEFINITIVE PROXY STATEMENT AND ACCOMPANYING FORM OF PROXY CARD TO BE USED IN CONNECTION WITH THE PARTICIPANTS' SOLICITATION OF PROXIES FROM THE STOCKHOLDERS OF VALUEVISION MEDIA, INC. (THE "COMPANY") FOR USE AT THE COMPANY'S 2014 ANNUAL MEETING OF STOCKHOLDERS (THE "PROXY SOLICITATION"). ALL STOCKHOLDERS OF THE COMPANY ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE PROXY SOLICITATION BY THE PARTICIPANTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING ADDITIONAL INFORMATION RELATED TO THE PARTICIPANTS. THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD HAVE BEEN FURNISHED TO SOME OR ALL OF THE COMPANY'S STOCKHOLDERS AND ARE, ALONG WITH OTHER RELEVANT DOCUMENTS, AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV/](http://www.sec.gov/). IN ADDITION, OKAPI PARTNERS LLC, CLINTON'S PROXY SOLICITOR, WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT AND ACCOMPANYING PROXY CARD WITHOUT CHARGE UPON REQUEST BY CALLING (212) 297-0720 OR TOLL FREE AT (855) 305-0857.

ADDITIONAL INFORMATION ABOUT THE PARTICIPANTS AND A DESCRIPTION OF THEIR DIRECT OR INDIRECT INTERESTS BY SECURITY HOLDINGS IS CONTAINED IN THE DEFINITIVE PROXY STATEMENT ON SCHEDULE 14A FILED BY CLINTON ON MAY 13, 2014 AND IN THE DEFINITIVE ADDITIONAL MATERIALS ON SCHEDULE 14A FILED BY CLINTON ON MAY 22, 2014 AND JUNE 6, 2014. THESE DOCUMENTS CAN BE OBTAINED FREE OF CHARGE FROM THE SOURCES INDICATED ABOVE.