

# VALUEVISION MEDIA INC

## FORM SC 13G (Statement of Ownership)

Filed 2/19/1998

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

**OMB APPROVAL**

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**  
(Amendment No. )

**VALUEVISION INTERNATIONAL, INC.**  
(Name of Issuer)

**COMMON STOCK**

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(Title of Class of Securities)

**92047K107**  
(CUSIP Number)

Check the following box if a fee is being paid with the statement // . (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**SCHEDULE 13G**

CUSIP No. 92047K107

Page 2 of 7 Pages

-----  
1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

SNYDER CAPITAL MANAGEMENT, L.P.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*(a)/XX/  
(b)/ /

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE  
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NUMBER OF SHARES	5	SOLE VOTING POWER 196,000
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BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER 3,416,200
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WITH	7	SOLE DISPOSITIVE POWER 196,000
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	8	SHARED DISPOSITIVE POWER 3,651,100
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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,847,100  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
13.7%  
-----

12 TYPE OF REPORTING PERSON\*  
IA  
-----

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

-----  
 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

SNYDER CAPITAL MANAGEMENT, INC.  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*(a)/XX/  
 (b)/ /

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
 -----

NUMBER OF SHARES	5	SOLE VOTING POWER 196,000
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BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER 3,416,200
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WITH	7	SOLE DISPOSITIVE POWER 196,000
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 3,847,100  
 -----

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 SHARES\* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.7%  
 -----

12 TYPE OF REPORTING PERSON\*  
 CO  
 -----

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

-----  
 1 NAME OF REPORTING PERSON  
 SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

ALAN BARRY SNYDER  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*(a)/XX/  
 (b)/ /

3 SEC USE ONLY  
 -----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA  
 -----

NUMBER OF SHARES	5	SOLE VOTING POWER 196,000
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BENEFICIALLY OWNED BY EACH REPORTING PERSON	6	SHARED VOTING POWER 3,416,200
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WITH	7	SOLE DISPOSITIVE POWER 196,000
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	8	SHARED DISPOSITIVE POWER 3,651,100
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 3,847,100  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
 SHARES\* / /

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 13.7%  
 -----

12 TYPE OF REPORTING PERSON\*  
 IN  
 -----

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

ITEM 1.

(a) The name of the issuer is Valuevision International, Inc. ("VI").

(b) The principal executive office of VI is located at 6740 Shady Oak Road, Eden Prairie, MN 55344-3433.

ITEM 2.

(a) The names of the persons filing this statement are Snyder Capital Management, L.P. ("SCMLP"), Snyder Capital Management, Inc. ("SCMI") and Alan Barry Snyder ("Snyder") (collectively, the "Filers").

(b) The principal business office of the Filers is located at 350 California Street, Suite 1460, San Francisco, CA 94104.

(c) SCMLP is a Delaware limited partnership. SCMI is a California corporation. Snyder is a citizen of the United States of America.

(d) This statement relates to shares of Common Stock of VI (the "Stock").

(e) The CUSIP number of the Stock is 92047K107.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

(a) / / Broker or Dealer registered under Section 15 of the Act.

(b) / / Bank as defined in section 3(a)(6) of the Act.

(c) / / Insurance Company as defined in section 3(a)(19) of the Act.

(d) / / Investment Company registered under section 8 of the Investment Company Act.

(e) / / Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.

(f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see section 240.13d-

1(b)(1)(ii)(F).

(g) / / Parent Holding Company, in accordance with section 240.13d-1(b)(1)(ii)(G)

(h) /XX/ Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP.

(a) The Filers beneficially own 3,847,100 shares of the Stock.

(b) The Filers beneficially own 13.7% of the Stock outstanding.

(c) (i) The Filers have the sole power to vote or to direct the vote of 196,000 shares of the Stock.

(ii) The Filers have the shared power to vote or to direct the vote of 3,416,200 shares of the Stock.

(iii) The Filers have the sole power to dispose or to direct the disposition of 196,000 shares of the Stock.

(iv) The Filers have the shared power to dispose or to direct the disposition of 3,651,100 shares of the Stock.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /.

Instruction: Dissolution of a group requires a response to this item.

ITEM. 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

SCMLP is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No individual client's holdings of the Stock are more than 5 percent of the class.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

SCMLP is an investment adviser registered under section 203 of the Investment Advisers Act of 1940. SCMI is the general partner of SCMLP. Snyder is the controlling shareholder of SCMI.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 12, 1998

SNYDER CAPITAL MANAGEMENT, L.P.

By: Snyder Capital Management, Inc.  
General Partner

By: /s/ Alan B. Snyder  
Alan B. Snyder, President

SNYDER CAPITAL MANAGEMENT, INC.

By: /s/ Alan B. Snyder  
Alan B. Snyder, President

/s/ Alan B. Snyder

Alan B. Snyder

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End of Filing