

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 8, 2016**

**EVINE Live Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation)

**001-37495**

(Commission File Number)

**41-1673770**

(IRS Employer Identification No.)

**6740 Shady Oak Road**

**Eden Prairie, Minnesota 55344-3433**

(Address of principal executive offices)

**(952) 943-6000**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On February 8, 2016, EVINE Live Inc. (the “Company”) issued a press release announcing select preliminary fiscal 2015 fourth quarter results. The press release is furnished herewith as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933 (as amended, the “Securities Act”) or the Exchange Act, except as shall be expressly set forth by specific reference in that filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers .**

On February 7, 2016, Mark C. Bozek resigned as the Chief Executive Officer of the Company and as a member of the Board of Directors of the Company (the “Board”), effective February 8, 2016. There was no material disagreement between Mr. Bozek and the Company, known to an executive officer of the Company, on any matter relating to the Company’s operations, policies or practices or otherwise.

On February 7, 2016, G. Russell Nuce resigned as the Executive Vice President, Chief Strategy Officer, Interim General Counsel and Secretary of the Company, effective February 8, 2016. There was no material disagreement between Mr. Nuce and the Company, known to an executive officer of the Company, on any matter relating to the Company’s operations, policies or practices or otherwise.

On February 7, 2016, the Board appointed Bob Rosenblatt, Chairman of the Board, age 58, as interim Chief Executive Officer, effective February 8, 2016. Mr. Rosenblatt will continue to serve as Chairman of the Board.

Bob Rosenblatt has served as a director of the Company since 2014. Mr. Rosenblatt has more than 25 years of leadership experience at a number of leading retail organizations, including Tommy Hilfiger, HSN (formerly the Home Shopping Network) and Bloomingdale’s. During the end of 2012 through mid-May of 2013, he was Interim President of Ideeli.com, a flash sales company based in New York that was sold to Groupon. As Group President and Chief Operating Officer of Tommy Hilfiger Corporation, he grew revenues and profitability and built the company’s first transactional web site. Mr. Rosenblatt co-managed the process which culminated in the Tommy Hilfiger Company successfully being sold to Apax Partners in 2006. Mr. Rosenblatt also previously served as Chief Financial Officer, Chief Operating Officer and President of HSN. Mr. Rosenblatt introduced and built HSN’s online operation, which achieved profitability within three months of inception. As Chief Financial Officer at Bloomingdale’s, Mr. Rosenblatt was responsible for financial reporting, financial planning and administrative management. For the past nine years, Mr. Rosenblatt has been the Chief Executive Officer of Rosenblatt Consulting, LLC, which specializes in helping investment firms determine value in both public and private companies in the consumer products sector, as well as helping retail firms maximize profitability. Mr. Rosenblatt currently serves or has served on several public and private boards in the retail and technology industry including PepBoys (NYSE: PBY), RetailNext, Newgistics, ERA (Electronic Retailing Association) and I.Predictus. In addition, Mr. Rosenblatt previously taught at FIT (Fashion Institute of Technology) as an Adjunct Professor.

In connection with his appointment as interim Chief Executive Officer, Mr. Rosenblatt will receive an annual salary of \$625,000 and will be eligible to participate in the Company’s retirement plans, health plans and other employee benefit plans as sponsored by the Company. Mr. Rosenblatt will also be reimbursed for reasonable temporary housing and weekly commuting expenses to and from Eden Prairie, MN until a successor Chief Executive Officer is hired. During his term as interim Chief Executive Officer, Mr. Rosenblatt will not receive director or Chairman fees under the Company’s director compensation arrangements.

There are no arrangements or understandings between Mr. Rosenblatt and any other person or persons pursuant to which Mr. Rosenblatt was appointed as interim Chief Executive Officer. Mr. Rosenblatt does not have a family relationship with any member of the Board or other executive officer of the Company nor is he a party to any transactions with related persons that would be required to be disclosed under applicable SEC regulations.

**Item 7.01. Regulation FD.**

On February 8, 2016, the Company issued a press release announcing the resignation of Mr. Bozek as Chief Executive Officer of the Company and as a member of the Board of Directors of the Company, the resignation of Mr. Nuce as the Executive Vice President, Chief Strategy Officer of the Company and the appointment of Bob Rosenblatt as interim Chief Executive Officer of the Company. The press release is furnished herewith as Exhibit 99.2.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.2, shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in that filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are being furnished with this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
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99.1 Press Release, dated February 8, 2016 entitled "EVINE Live Inc. Announces Preliminary Fiscal 2015 Fourth Quarter Results."

99.2 Press Release, dated February 8, 2016 entitled "EVINE Live Inc. Announces Changes in Senior Management."

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**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 hereto duly authorized.

Date: February 8, 2016

EVINE Live Inc.

By: /s/ Timothy Peterman  
Timothy Peterman  
Executive Vice President, Chief Financial Officer

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## EXHIBIT INDEX

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99.2	Press Release, dated February 8, 2016, entitled “EVINE Live Inc. Announces Changes in Senior Management.”

**EVINE LIVE INC. ANNOUNCES PRELIMINARY FISCAL 2015  
FOURTH QUARTER RESULTS**

*Company to Report Fourth Quarter and Fiscal 2015 Results on March 23, 2016*

MINNEAPOLIS, MN – February 8, 2016 – EVINE Live Inc. (NASDAQ: EVLV) today announced preliminary unaudited results for the fourth quarter of fiscal 2015:

- Net sales expected to be between \$209 and \$212 million
- Gross profit as a percentage of net sales expected to be between 31.0% and 31.6%
- Adjusted EBITDA expected to be between \$4.9 and \$5.4 million
- Net Income expected to be between \$0.0 and \$0.5 million
- EPS expected to be between \$0.00 and \$0.01
- Total cash, including restricted cash, at year end is approximately \$12 million with an additional \$28 million of availability on a revolving credit facility with PNC Bank

**EVINE Live Fourth Quarter and Fiscal 2015 Earnings Conference Call**

EVINE Live will release its fourth quarter and fiscal 2015 results on Wednesday, March 23, 2016 at approximately 6:00 a.m. ET before the market opens. Bob Rosenblatt, Chairman and Interim Chief Executive Officer, and Tim Peterman, Chief Financial Officer, will hold a conference call at 8:30 a.m. ET to review these results.

Those interested in participating in the conference call should dial 1-877-407-9039 at least five minutes prior to the call. The passcode is: 13630363. There will be a simultaneous audio webcast available at the following link: <http://event.on24.com/wcc/r/1133422/6794CB6BDA99C9E566C9EC62A7001D95>. A replay of the conference call will also be hosted on the company's website for a limited time.

**About EVINE Live Inc.**

EVINE Live Inc. (NASDAQ:EVLV) is a digital commerce company that offers a compelling mix of proprietary and name brands directly to consumers in an engaging and informative shopping experience via television, online and mobile. EVINE Live reaches approximately 88 million cable and satellite television homes 24 hours a day with entertaining content that engages its community of customers in a comprehensive digital shopping experience.

**Contacts**

**Media:**

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**Investors:**

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(952) 943-6126

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**EVINE Live Inc.  
AND SUBSIDIARIES,  
Reconciliation of Estimated Adjusted EBITDA to Estimated Net Income  
(Unaudited)**

**For the Three-  
Month  
Period Ended  
January 30,  
2016**  
(millions)

<b>Adjusted EBITDA</b>	<b>\$4.9 - \$5.4</b>
<b>Less</b>	
Distribution facility consolidated and technology upgrade costs	(0.1)
Non-cash share-based compensation	(0.8)
<b>EBITDA (as defined)</b>	<b>\$4.0 - \$4.5</b>
A reconciliation of EBITDA to net income is as follows:	
EBITDA (as defined)	\$4.0 - \$4.5
Adjustments:	
Depreciation and amortization	(3.0)
Interest income	0.0
Interest expense	(0.8)
Income taxes	(0.2)
<b>Net income</b>	<b>\$0.0 - \$0.5</b>

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**Adjusted EBITDA**

EBITDA represents net income (loss) for the respective periods excluding depreciation and amortization expense, interest income (expense) and income taxes. The Company defines Adjusted EBITDA as EBITDA excluding non-operating gains (losses); activist shareholder response costs; executive and management transition costs; distribution center consolidation and technology upgrade costs; Shareholder Rights Plan costs and non-cash share-based compensation expense. The Company has included the term "Adjusted EBITDA" in our EBITDA reconciliation in order to adequately assess the operating performance of our television and online businesses and in order to maintain comparability to our analysts' coverage and financial guidance, when given. Management believes that the term Adjusted EBITDA allows investors to make a more meaningful comparison between our business operating results over different periods of time with those of other similar companies. In addition, management uses Adjusted EBITDA as a metric to evaluate operating performance under the Company's 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 generally accepted accounting principles and should not be construed as a measure of liquidity. Adjusted EBITDA may not be comparable to similarly entitled measures reported by other companies. The Company has included a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable GAAP financial measure, in this release.

**Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

This release may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements may be identified by words such as anticipate, believe, estimate, expect, intend, predict, hope, should, plan, will or similar expressions. Any statements contained herein that are not statements of historical fact may be deemed 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 and develop key partnerships and proprietary brands; 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; our ability to successfully transition our brand name and corporate name; customer acceptance of our new branding strategy and our repositioning as a digital commerce company; the market demand for television station sales; changes to 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; significant public events that are difficult to predict, or other significant television-covering events causing an interruption of television coverage or that directly compete with the viewership of our programming; our ability to obtain and retain key executives and employees; our ability to attract new customers and retain existing customers; changes in shipping costs; our ability to offer new or innovative products and customer acceptance of the same; changes in customer viewing habits or television programming; and the risks identified under "Risk Factors" in our most recently filed Form 10-K and any additional risk factors identified in our periodic reports since the date of such Form 10-K. More detailed information about those factors is set forth in our filings with the Securities and Exchange Commission, including our annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date of this announcement. We are under no obligation (and expressly disclaim any such obligation) to update or alter the Company's forward-looking statements whether as a result of new information, future events or otherwise.

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**EVINE LIVE INC. ANNOUNCES CHANGES IN SENIOR MANAGEMENT*****Bob Rosenblatt, Chairman, Named Interim CEO***

**MINNEAPOLIS, MN – February 8, 2016** – EVINE Live Inc. (NASDAQ: EVLV) today announced that its Board of Directors has appointed Bob Rosenblatt, Chairman of the EVINE Live Board, as interim Chief Executive Officer, effective immediately. Mr. Rosenblatt will continue to serve as Chairman of the EVINE Live Board. Mr. Rosenblatt's appointment as interim Chief Executive Officer follows Mark Bozek's decision to step down as EVINE Live's Chief Executive Officer and as a member of the EVINE Live Board. EVINE Live also announced that Russell Nuce will step down from his position as EVINE Live's Executive Vice President, Chief Strategy Officer, interim General Counsel and Corporate Secretary.

The EVINE Live Board has initiated a formal search process to identify a Chief Executive Officer. The EVINE Live Board has engaged Korn Ferry, a leading national executive search firm, to help identify candidates and will consider both internal and external candidates.

Landel Hobbs, Vice Chairman of the EVINE Live Board, said, "We are pleased to have someone of Bob's caliber and expertise taking on the role of interim CEO. With his profound knowledge and experience in both e-commerce and televised shopping businesses, and the in-depth understanding of all aspects of EVINE Live gained during his tenure as Chairman, Bob is the natural choice to lead the Company through this period of transition. The Board appreciates his willingness to take on this expanded role and looks forward to working closely with him."

Mr. Hobbs continued, "On behalf of the Board, I want to thank Mark and Russell for their contributions to EVINE Live. We are grateful for Mark's leadership during a dynamic period in the Company's history."

"EVINE Live could not be better positioned for the future," said Mr. Rosenblatt. "We will bring an even greater focus and discipline to EVINE Live's merchandising strategy, margin profile, and execution to deliver profitable growth and shareholder value. With EVINE Live's assets of cable distribution, a strong merchandising organization, deep knowledge of our customers, a new fulfillment operation, the overall trends in e-commerce, and video now being the prime driver of content consumption at home, work and via mobile, EVINE Live is really in the right place at the right time."

Mr. Rosenblatt continued, "I look forward to working with the team to continue delivering products and experiences that attract customers and win a greater share of wallet. Our team members remain our greatest asset, and together, we stand well positioned to execute on our strategic objectives."

In a separate announcement issued today, EVINE Live provided preliminary fourth quarter 2015 results. The announcement can be found at [investors.evine.com/news](http://investors.evine.com/news).

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**About Bob Rosenblatt**

Bob has more than 25 years of leadership experience at a number of leading retail organizations, including Tommy Hilfiger, HSN (formerly the Home Shopping Network) and Bloomingdale's. During the end of 2012 through mid-May of 2013, he was Interim President of Ideeli.com, a flash sales company based in New York that was sold to Groupon. As Group President and Chief Operating Officer of Tommy Hilfiger Corporation, he grew revenues and profitability and built the company's first transactional web site. Mr. Rosenblatt co-managed the process which culminated in the Tommy Hilfiger Company successfully being sold to Apax Partners in 2006. Mr. Rosenblatt also previously served as Chief Financial Officer, Chief Operating Officer and President of HSN. Mr. Rosenblatt introduced and built HSN's online operation, which achieved profitability within three months of inception. As Chief Financial Officer at Bloomingdale's, Mr. Rosenblatt was responsible for financial reporting, financial planning and administrative management. For the past nine years, Mr. Rosenblatt has been the Chief Executive Officer of Rosenblatt Consulting, LLC, which specializes in helping investment firms determine value in both public and private companies in the consumer products sector, as well as helping retail firms maximize profitability. Mr. Rosenblatt currently serves or has served on several public and private boards in the retail and technology industry including PepBoys (NYSE: PBY), RetailNext, Newgistics, ERA (Electronic Retailing Association) and I.Predictus. In addition, Mr. Rosenblatt previously taught at FIT (Fashion Institute of Technology) as an Adjunct Professor.

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Please visit [www.evine.com](http://www.evine.com) for more investor information.

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