

VALUEVISION MEDIA INC

FORM 8-K (Unscheduled Material Events)

Filed 4/9/1998 For Period Ending 4/8/1998

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

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 8, 1998

VALUEVISION INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

MINNESOTA

(State or other jurisdiction of incorporation)

0-20243 41-1673770

(Commission File Number) (IRS Employer Identification No.)

6740 SHADY OAK ROAD, EDEN PRAIRIE, NM 55344

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (612) 947-5200

NOT APPLICABLE

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

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Exhibit Index Appears on Page 2

ITEM 5. OTHER EVENTS.

The Registrant's Press Release dated April 8, 1998, which is filed as Exhibit 99.1 to this Form 8-K, is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENT, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

99.1 Press Release dated April 8, 1998.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VALUEVISION INTERNATIONAL, INC.
(Registrant)

Date: April 9, 1998

By: /s/ David T. Quinby

Name: David T. Quinby
Title: Vice President
General Counsel and Secretary

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	PAGE
99.1	Press Release	

VALUEVISION AND NATIONAL MEDIA ANNOUNCE POSTPONEMENT OF SHAREHOLDER MEETINGS IN LIGHT OF VALUEVISION DISSENTING SHAREHOLDERS

MINNEAPOLIS, MN AND PHILADELPHIA, P.A. - APRIL 8, 1998 - ValueVision International, Inc. (Nasdaq: VVTV), an integrated electronic and print media direct marketing company and the nation's third-largest television home shopping network, and National Media Corporation (NYSE:NM), the world's largest publicly-held infomercial direct marketing company, today reported that ValueVision has received preliminary notification from holders of more than 5% of ValueVision's common stock that they intend to exercise their dissenter's rights with respect to the proposed merger of ValueVision and National Media. ValueVision further reported that it has advised National Media that it does not intend to waive the merger agreement condition to closing requiring that holders of not more than 5% of the shares of ValueVision common stock have demanded their dissenter's rights. ValueVision and National Media had previously scheduled April 14, 1998 special meetings of their shareholders to vote on the merger. In light of the receipt of the dissenters' notice, the companies have mutually agreed to postpone their respective shareholder meetings while the companies attempt to negotiate a restructuring of the proposed merger that is acceptable to each of the companies and in the best interest of their shareholders.

(Note: The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements. Certain information included in this news release contains statements that are forward-looking, such as statements relating to consummation of the merger between ValueVision and National Media Corporation. Investors are cautioned that all forward-looking statements involve risks and uncertainty, including the possibility that acceptable terms will not be reached, or that if reached, approval of the shareholders of both companies will not be obtained so that the merger will not be consummated. For more information on the potential factors that could affect the Companies, investors should refer to the Companies' filings with the Securities and Exchange Commission, including the Companies' joint proxy statement dated March 16, 1998, and their annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K.).

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End of Filing

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