

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

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

EVINE Live Inc.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

6740 Shady Oak Road
Eden Prairie, MN 55344-3533
(Address of Principal Executive Offices)

41-1673770
(I.R.S. Employer
Identification No.)

EVINE Live Inc. 2011 Omnibus Incentive Plan
(Full title of the plan)

Damon E. Schramm
Senior Vice President, General Counsel and Secretary
EVINE Live Inc.
6740 Shady Oak Road
Eden Prairie, MN 55344-3533
(Name and address of agent for service)

(952) 943-6000
(Telephone number, including area code, of agent for service)

Copies to:

J.C. Anderson
Nicole Strydom
Gray, Plant, Mooty, Mooty & Bennett, P.A.
500 IDS Center, 80 South 8th Street
Minneapolis, Minnesota 55402
Telephone: (612) 632-3002
Facsimile: (612) 632-4002

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 definition 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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Aggregate Offering Price ⁽²⁾	Amount of Registration Fee
Common stock, par value \$.01 per share	3,500,000	\$2.16	\$7,560,000	\$876.20

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also will cover any additional shares of common stock that become issuable under the EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or other similar transactions effected without EVINE Live Inc.'s (the "Registrant") receipt of consideration that results in an increase in the number of outstanding shares of the Registrant's common stock.

- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) and based upon the average of the high and low sales price of the Registrant's common stock on October 6, 2016, as reported by the NASDAQ Global Market.
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INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

The shareholders of EVINE Live Inc. (the “Registrant”) approved an amendment to the Registrant’s 2011 Omnibus Incentive Plan, as amended (the “2011 Plan”), on June 22, 2016 to increase the number of shares issuable under the 2011 Plan by 3,500,000 shares of common stock. This registration statement on Form S-8 is being filed for the purpose of registering an additional 3,500,000 shares of the Registrant’s common stock to be issued pursuant to the 2011 Plan. In accordance with Section E of the General Instructions to Form S-8, the registration statement on Form S-8 (No. 33-175319) relating to the 2011 Plan previously filed with the Securities and Exchange Commission is incorporated by reference into this registration statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits are listed on the index of exhibits that follows the signatures in the registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Eden Prairie, State of Minnesota, on October 11, 2016.

EVINE LIVE INC .

By: /s/ Robert Rosenblatt
Name: Robert Rosenblatt
Title: Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Rosenblatt, Timothy Peterman or Damon E. Schramm, or any of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to file and sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Robert Rosenblatt</u> Robert Rosenblatt	Chief Executive Officer and Director (Principal Executive Officer)	October 11, 2016
<u>/s/ Timothy Peterman</u> Timothy Peterman	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	October 11, 2016
<u>/s/ Landel C. Hobbs</u> Landel C. Hobbs	Chairman of the Board	October 11, 2016
<u>/s/ Thomas Beers</u> Thomas Beers	Director	October 11, 2016
<u>/s/ Neal Grabell</u> Neal Grabell	Director	October 11, 2016
<u>/s/ Lisa Letizio</u> Lisa Letizio	Director	October 11, 2016
<u>/s/ Lowell Robinson</u> Lowell Robinson	Director	October 11, 2016
<u>/s/ Fred Siegel</u> Fred Siegel	Director	October 11, 2016

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit	Method of Filing
4.1	Shareholder Agreement dated April 29, 2016 between the Registrant and NBC Universal Media, LLC	Incorporated by reference (A)
4.2	Amendment to the Amended and Restated Registration Rights Agreement dated April 29, 2016 among the Registrant, ASF Radio, L.P. and NBCUniversal Media, LLC	Incorporated by reference (B)
4.3	Shareholder Rights Plan dated July 13, 2015 between the Registrant and Wells Fargo Bank, N.A.	Incorporated by reference (C)
4.4	Form of Common Stock Certificate	Incorporated by reference (D)
5.1	Opinion of Gray, Plant, Mooty, Mooty & Bennett, P.A.	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Gray, Plant, Mooty, Mooty & Bennett, P.A. (included in Exhibit 5.1)	Filed herewith
24.1	Powers of Attorney (incorporated by reference to the signature page hereto)	Filed herewith
99.1	EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended	Incorporated by reference (E)
99.2	Form of Incentive Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (F)
99.3	Form of Non-Statutory Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (G)
99.4	Form of Performance Stock Option Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (H)
99.5	Form of Performance Stock Unit Award Agreement under the 2011 Omnibus Incentive Plan	Incorporated by reference (I)

- (A) Incorporated herein by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K dated April 29, 2016, filed on May 2, 2016, File No. 0-20243.
- (B) Incorporated herein by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K dated April 29, 2016, filed on May 2, 2016, File No. 0-20243.
- (C) Incorporated herein by reference to Appendix A to the Registrant's Proxy Statement filed on May 13, 2016, File No. 0-20243.
- (D) Incorporated herein by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-3/A, filed on May 13, 2015, File No. 333-167396.
- (E) Incorporated by reference to Appendix B to the Registrant's Proxy Statement filed on May 13, 2016, File No. 0-20243.
- (F) Incorporated by reference to Exhibit 10.13 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 2016, filed on April 1, 2016, File No. 0-20243.
- (G) Incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 2016, filed on April 1, 2016, File No. 0-20243.
- (H) Incorporated by reference to Exhibit 10.15 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 2016, filed on April 1, 2016, File No. 0-20243.
- (I) Incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended January 30, 2016, filed on April 1, 2016, File No. 0-20243.

GRAY, PLANT, MOOTY, MOOTY & BENNETT, P.A.

500 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402
(612) 632-3000

October 11, 2016

EVINE Live Inc.
6740 Shady Oak Road
Eden Prairie, Minnesota 55344

Ladies and Gentlemen:

In connection with the Registration Statement on Form S-8 under the Securities Act of 1933, as amended (the “**Registration Statement**”), relating to the registration of an additional 3,500,000 shares of common stock, par value \$0.01 per share (the “**Shares**”), of EVINE Live Inc., a Minnesota corporation (the “**Company**”), pursuant to the EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended (the “**Plan**”), we have examined such corporate records and other documents, including the Registration Statement, and have reviewed such matters of law as we have deemed relevant hereto, and, based upon such examination and review, it is our opinion that all necessary corporate action on the part of the Company has been taken to authorize the issuance and sale of the Shares and that, when issued and sold as contemplated in the Plan, the Shares will be legally and validly issued, fully paid and nonassessable under the current laws of the State of Minnesota.

In rendering the opinions set forth above, we have assumed the genuineness of all signatures, legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents. We have also assumed that the Company’s Board of Directors, or a duly authorized committee thereof, will have approved the issuance of each Plan award prior to the issuance thereof. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

We are admitted to the practice of law in the State of Minnesota and the foregoing opinions are limited to the laws of that state and the federal laws of the United States of America.

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

Gray, Plant, Mooty, Mooty & Bennett, P.A.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 31, 2016, relating to the consolidated financial statements and consolidated financial statement schedule of EVINE Live Inc. and subsidiaries (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended January 30, 2016.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
October 11, 2016
