
**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): August 28, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On August 30, 2017, we issued a press release announcing our entry into two agreements to sell the assets of our sole television broadcast station, WWDP(TV), Norwell, Massachusetts (the “*Station*”). The press release is furnished herewith as Exhibit 99.1.

The information set forth in Item 7.01 of this Current Report on Form 8-K is deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that Section. The information set forth in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, regardless of any general incorporation language in such filing.

Item 8.01. Other Events

On August 28, 2017, we entered into a Channel Sharing and Facilities Agreement (the “*Channel Sharing Agreement*”) with NRJ Boston OpCo, LLC and NRJ TV Boston License Co., LLC (collectively, “*NRJ*”) to allow NRJ to operate its local Boston television station on one-third of the spectrum used in the operation of the Station in perpetuity. The total consideration payable to our company under the Channel Sharing Agreement is \$3.5 million, with \$2.5 million being payable upon grant of a required construction permit by the Federal Communications Commission and the balance being payable upon the closing of a sale of substantially all of the assets used by us in the operation of the Station or the transfer of the equipment necessary for channel sharing among our company and NRJ to a newly formed entity.

On August 28, 2017, we also agreed to sell substantially all of the assets primarily related to the Station to affiliates of WRNN-TV Associates Limited Partnership (“*Buyers*”) pursuant to an Asset Purchase Agreement. The purchase price for the Station’s assets is \$10.0 million in cash, subject to an escrow holdback of \$1.0 million, which is payable to our company when the Station is being carried by certain designated carriers at or following the closing of the transaction. The escrow holdback is payable back to the Buyers in monthly installments beginning approximately 14 months after the closing if the Station is not being carried by certain designated carriers. The purchase agreement includes customary representations, warranties, covenants and indemnification obligations of the parties. The sale of assets pursuant to the purchase agreement is expected to close in the fourth quarter of fiscal 2017 or the first quarter of fiscal 2018 following receipt of specified regulatory approvals from the FCC and satisfaction of the other closing conditions in the purchase agreement.

We plan to use the proceeds received from the transactions to pay in full the remaining amounts due under our term loan with GACP Finance Co., LLC, with the remaining proceeds used for general working capital purposes. The closing of the transactions are expected to have a \$3.5 million to \$4.5 million nonrecurring benefit to our net income that may be spread over multiple quarters in fiscal 2017 and fiscal 2018, which includes the reversal of a deferred tax liability, the recognition of a potential gain on the sale of the Station assets and the subsequent extinguishment of high interest debt.

Forward-Looking Statements

This Form 8-K contains statements, estimates, projections, guidance or outlook that constitute “forward-looking” statements as defined under U.S. federal securities laws. Generally the words “believe,” “expect,” “intend,” “estimate,” “anticipate,” “plan,” “project,” “should” and similar expressions identify forward-looking statements, which generally are not historical in nature. These statements may contain information about the closing of the transactions described herein, the use of the proceeds, financial prospects, economic conditions, trends, and outcomes of, and the timing for, transactions, and involve risks and uncertainties. We caution that actual results could differ materially from those that management expects, depending on the outcome of certain factors, including the ability to obtain regulatory approvals or secure key carriage confirmations.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 30, 2017.

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: August 30, 2017

EVINE Live Inc.

By: */s/ Andrea M. Fike* _____

Andrea M. Fike
General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated August 30, 2017.

Evine Live Inc. Agrees to Sell Its Boston Television Station for \$13.5 Million

Proceeds to Retire Remaining \$6.2 million High-Interest Debt and for General Corporate Purposes

MINNEAPOLIS, MN -- (Marketwire August 30, 2017) – Evine Live Inc. (NASDAQ: EVLV), a multiplatform video commerce company (evine.com), announced today that it agreed to sell its television station, WWDP, serving the Boston market, for an aggregate of \$13.5 million in a series of two transactions.

“This deal further strengthens our balance sheet and gives us additional flexibility to grow our digital commerce company,” said CEO Bob Rosenblatt. “After reducing our high-interest debt by \$9.5 million in the first half of the year, this sale of a non-strategic asset allows us to retire the remaining \$6.2 million of high-interest debt and deploy the remaining cash for initiatives we choose with the highest expected shareholder return.”

The transaction includes two agreements with unrelated parties and is expected to close in the fourth quarter of fiscal 2017 or first quarter of fiscal 2018 following satisfaction of customary closing conditions, including FCC approval. The financial impact of this transaction is expected to cross multiple quarters and is contingent on the timing of the close and completion of certain transaction related contingencies.

A Form 8-K with further details about this transaction was filed with the SEC.

About Evine

Evine Live Inc. (NASDAQ:EVLV) operates Evine, a multiplatform video commerce company that offers a mix of proprietary, exclusive and name brands directly to consumers in an engaging and informative shopping experience via television, online and mobile. Evine reaches more than 87 million cable and satellite television homes with entertaining content in a comprehensive digital shopping experience 24 hours a day.

Please visit www.evine.com/ir for more investor information.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This document may contain certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including guidance regarding the closing of potential transactions and the anticipated timing of those closings, the Company’s anticipated cash proceeds from the transactions and the use of those proceeds. 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 or estimated cost savings from contract renegotiations; 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 and exclusive brands; our ability to manage our operating expenses successfully and our working capital levels; our ability to remain compliant with our credit facilities covenants; customer acceptance of our branding strategy and our repositioning as a video 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; including without limitation, regulations of the Federal Communications Commission and Federal Trade Commission, and adverse outcomes from regulatory proceedings; 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 customers viewing habits of television programming; and the risks identified under “Risk Factors” in our 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 our forward-looking statements whether as a result of new information, future events or otherwise.

CONTACTS

Media

Dawn Zaremba
press@evine.com
(952) 943-6043

Investors

Michael Porter
mporter@evine.com
(952) 943-6517
