

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)

Andrea M. Fike
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:

Jonathan R. Zimmerman
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-1425
(612) 766-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$.01 per share (3)	3,500,000	\$1.18	\$4,130,000	\$514.19

- (1) Represents shares of common stock issuable under the EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended. Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of common stock that may be issued under the EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended, to prevent dilution resulting from stock splits, stock dividends or similar transactions.
 - (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h)(1) and 457(c) under the Securities Act and based upon the average of the high and low sales price of EVINE Live Inc.'s common stock on June 18, 2018, as reported by the NASDAQ Global Market.
 - (3) Includes rights to purchase units of Series A Junior Participating Cumulative Preferred Stock, which rights are attached to and trade with the common stock.
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EXPLANATORY NOTE

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 13, 2018 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

EXHIBIT INDEX

Exhibit	Description	Manner of Filing
4.1	Amended and Restated Articles of Incorporation of EVINE Live Inc.	Incorporated by reference (A)
4.2	First Amended and Restated By-Laws of EVINE Live Inc.	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	Certificate of Designation, Preferences and Rights of Series A Junior Participating Cumulative Preferred Stock of the Registrant, as filed with the Secretary of State of the State of Minnesota	Incorporated by reference (D)
4.5	EVINE Live Inc. 2011 Omnibus Incentive Plan, as amended	Incorporated by reference (E)
5.1	Opinion of Faegre Baker Daniels LLP	Filed herewith
23.1	Consent of Deloitte & Touche LLP	Filed herewith
23.2	Consent of Faegre Baker Daniels LLP	Included in Exhibit 5.1
24.1	Powers of Attorney (incorporated by reference to the signature page hereto)	Filed herewith

- (A) Incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K dated November 17, 2014 filed on November 18, 2014, File No. 0-20243.
- (B) Incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K dated and filed on July 7, 2016, File No. 001-37495.
- (C) Incorporated herein by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K dated July 9, 2015, filed on July 13, 2015, File No. 0-20243.
- (D) Incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K dated July 9, 2015, filed on July 13, 2015, File No. 0-20243.
- (E) Incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K dated June 14, 2018, File No. 001-37495.
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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 June 22, 2018.

EVINE LIVE INC .

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

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert Rosenblatt, Diana Purcel or Andrea M. Fike, 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)	June 22, 2018
<u>/s/ Diana Purcel</u> Diana Purcel	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 22, 2018
<u>/s/ Landel C. Hobbs</u> Landel C. Hobbs	Chairman of the Board	June 22, 2018
<u>/s/ Thomas D. Beers</u> Thomas Beers	Director	June 22, 2018
<u>/s/ Neal S. Grabell</u> Neal S. Grabell	Director	June 22, 2018
<u>/s/ Mark K. Holdsworth</u> Mark K. Holdsworth	Director	June 22, 2018
<u>/s/ Lisa A. Letizio</u> Lisa A. Letizio	Director	June 22, 2018
<u>/s/ Fred R. Siegel</u> Fred R. Siegel	Director	June 22, 2018
<u>/s/ Alexander B. Spiro</u> Alexander B. Spiro	Director	June 22, 2018

FAEGRE BAKER DANIELS LLP
90 South Seventh Street
Minneapolis, Minnesota 55402
Telephone (612) 766-7000
Facsimile (612) 766-1600

June 22, 2018

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

Re: EVINE Live Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to EVINE Live Inc., a Minnesota corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration by the Company of an additional 3,500,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company, under the Company's 2011 Omnibus Incentive Plan, as amended (the "Plan").

We have examined the Registration Statement and the originals, or duplicates or certified or conformed copies, of such corporate and other records, agreements, documents and other instruments and have made such other investigations as we have deemed relevant and necessary in connection with the opinions hereinafter set forth.

In rendering the opinions set forth below, we have assumed (i) the genuineness of all signatures, (ii) the legal capacity of natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, (v) the authenticity of the originals of such latter documents, (vi) that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the Minnesota Business Corporation Act, and (vii) that shares of Common Stock issuable under the Plan (the "Shares") will be duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the acquirers. We have also assumed that the Company's Board of Directors, or a duly authorized committee thereof, will have approved the issuance of each award under the Plan prior to the issuance thereof. As to any facts material to this opinion that 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.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that all necessary corporate action on the part of the Company, has been taken to authorize the issuance and sale of the Shares to be issued in accordance with the Plan and that, when issued and sold as contemplated in the Registration Statement and related prospectuses and in accordance with the Plan and the terms of the applicable awards granted under the Plan, the Shares will be legally issued, fully paid and nonassessable.

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 hereby consent to the filing of this letter as Exhibit 5.1 to the Registration Statement.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date the Registration Statement becomes effective under the Securities Act and we assume no obligation to revise or supplement this opinion thereafter.

Very truly yours,

FAEGRE BAKER DANIELS LLP

By: /s/ Jonathan R. Zimmerman
Jonathan R. Zimmerman

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 April 9, 2018, relating to the consolidated financial statements and financial statement schedule of EVINE Live Inc. and Subsidiaries and the effectiveness of EVINE Live Inc. and Subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of EVINE Live Inc. for the year ended February 3, 2018.

/s/ Deloitte & Touche LLP

Minneapolis, MN
June 22, 2018
