

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

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

iMedia Brands, 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.)

**Performance Stock Unit Award Agreement (Non-Plan) Between the Company and
Timothy A. Peterman dated as of May 2, 2019**
(Full title of the plan)

James Spolar

Senior Vice President, General Counsel and Secretary
iMedia Brands, 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

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

**Proposed
Maximum**

**Proposed
Maximum**

Title of Securities to be Registered	Amount to be Registered (1)	Offering Price Per Share (2)	Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$.01 per share	680,000	\$0.60615	\$412,182	\$49.96

- (1) Represents shares of common stock issuable pursuant to the Performance Share Unit Award Agreement, dated as of May 2, 2019, between iMedia Brands, Inc. (the “Company”) and Timothy A. Peterman (the “Agreement”). 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 Agreement 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 the Company’s common stock as reported on the Nasdaq Capital Market on September 9, 2019.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference into this registration statement the following documents filed with the Securities and Exchange Commission (the “SEC”):

- [The Company’s Annual Report on Form 10-K for the fiscal year ended February 2, 2019;](#)
- The Company’s Quarterly Reports on Forms 10-Q for the fiscal quarters ended [May 4, 2019](#) and [August 3, 2019;](#)
- The Company’s Current Reports on Form 8-K filed on [May 3, 2019](#) (except for Item 7.01 thereof), [May 21, 2019](#), [May 29, 2019](#) (except for Item 7.01 thereof), [July 16, 2019](#) (except for Item 7.01 thereof) and [July 17, 2019;](#) and
- The description of the Company’s common stock contained in its registration statement on Form 8-A filed with the SEC on [July 13, 2015](#), including and amendments or supplements thereto.

All reports and other documents filed by the Company with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, and amended (the “Exchange Act”) (except for information furnished and not filed with the SEC in a Current Report on Form 8-K) after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in and to be a part of this registration statement from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Company is subject to Minnesota Section 302A.521, which provides that a corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of the former or present official capacity (as defined in Section 302A.521 of the Minnesota Statutes) of that person against judgments, penalties, fines, including, without limitation, excise taxes assessed against such person with respect to an employee benefit plan, settlements and reasonable expenses, including attorneys’ fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of that person complained of in the proceeding, that person:

- Has not been indemnified therefor by another organization or employee benefit plan;
- Acted in good faith;
- Received no improper personal benefit and Section 302A.255 (with respect to director conflicts of interest), if applicable, has been satisfied;
- In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
- In the case of acts or omissions occurring in such person’s performance in an official capacity, such person must have acted in a manner such person reasonably believed was in the best interests of the corporation or, in certain limited circumstances, not opposed to the best interests of the corporation.

In addition, Section 302A.521, subd. 3 requires payment by the Company, upon written request, of reasonable expenses in advance of final disposition in certain instances. A decision as to required indemnification is made by a majority of the disinterested board of directors present at a meeting at which a disinterested quorum is present, or by a designated committee of disinterested directors, by special legal counsel, by the disinterested shareholders, or by a court.

The Company's bylaws provide that the Company will indemnify any of its officers, directors, employees, and agents to the fullest extent permitted by Minnesota law.

The Company has a director and officer liability insurance policy to cover it, its directors and its officers against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>	<u>Manner of Filing</u>
4.1	Articles of Incorporation of the Company (as amended through July 16, 2019)	Incorporated by reference (A)
4.2	Bylaws of the Company (as amended through July 16, 2019)	Incorporated by reference (B)
4.3	Shareholder Rights Plan dated July 13, 2015 between the Company and Wells Fargo Bank, N.A.	Incorporated by reference (C)
4.4	Certificate of Designation of Series A Junior Participating Cumulative Preferred Stock of the Company, as filed with the Secretary of State of the State of Minnesota	Incorporated by reference (D)
4.5	Performance Share Unit Award Agreement, dated as of May 2, 2019, between the Company and Timothy A. Peterman	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 Company's Current Report on Form 8-K filed on July 16, 2019, File No. 001-37495.	
(B)	Incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on July 16, 2019, File No. 001-37495.	
(C)	Incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on July 13, 2015, File No. 0-20243.	
(D)	Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 13, 2015, File No. 0-20243.	
(E)	Incorporated herein by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K filed on May 3, 2019, File No. 001-37495.	

Item 9. Undertakings

(a) The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 September 10, 2019.

iMedia Brands, Inc.

By: /s/ Timothy A. Peterman
Name: Timothy A. Peterman
Title: Chief Executive Officer

Each person whose signature appears below constitutes and appoints Timothy A. Peterman, Michael Porter and James Spolar, 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/ Timothy A. Peterman</u> Timothy A. Peterman	Chief Executive Officer (Principal Executive Officer)	September 10, 2019
<u>/s/ Michael Porter</u> Michael Porter	Senior Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	September 10, 2019
<u>/s/ Landel C. Hobbs</u> Landel C. Hobbs	Director and Chairman of the Board	September 10, 2019
<u>/s/ Michael Friedman</u> Michael Friedman	Director	September 10, 2019
<u>/s/ Neal S. Grabell</u> Neal S. Grabell	Director	September 10, 2019
<u>/s/ Benoît Jamar</u> Benoît Jamar	Director	September 10, 2019
<u>/s/ Eyal Lalo</u> Eyal Lalo	Director	September 10, 2019
<u>/s/ Lisa A. Letizio</u> Lisa A. Letizio	Director	September 10, 2019
<u>/s/ Aaron P. Reitkopf</u> Aaron P. Reitkopf	Director	September 10, 2019
<u>/s/ Robert J. Rosenblatt</u> Robert J. Rosenblatt	Director	September 10, 2019

FAEGRE BAKER DANIELS LLP

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

September 10, 2019

Board of Directors
iMedia Brands, Inc.
6740 Shady Oak Road
Eden Prairie, Minnesota 55344

Re: iMedia Brands, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to iMedia Brands, 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 680,000 shares of Common Stock, par value \$0.01 per share (the "Common Stock"), of the Company, under the Performance Stock Unit Award Agreement, dated May 2, 2019, between the Company and Timothy A. Peterman (the "Award").

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 Award (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 such Shares subject to the terms of the Award 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 Award and that, when issued and sold as contemplated in the Registration Statement and related prospectuses and in accordance with the Award and the terms of the Award, 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 March 29, 2019, relating to the consolidated financial statements of Evine Live Inc. and Subsidiaries (now known as iMedia Brands, Inc.) 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 2, 2019.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, MN

September 10, 2019
