

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Friedman Michael		iMedia Brands, Inc. [IMBI]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)		<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
6740 SHADY OAK ROAD		4/17/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
EDEN PRAIRIE, MN 55344-3433				<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)				<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	4/17/2020		P		651444 (1)	A	\$2.0632	911045 (2)	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants (right to buy)	\$2.66	4/17/2020		P		122399		10/17/2020	4/14/2025	Common Stock	122399	\$0	122399	D	
Warrants (right to buy)	\$2.66	4/17/2020		P		61199		11/23/2020	4/14/2025	Common Stock	61199	\$0	61199	D	
Warrants (right to buy)	\$2.66	4/17/2020		P		61199		12/13/2020	4/14/2025	Common Stock	61199	\$0	61199	D	
Warrants (right to buy)	\$2.66	4/17/2020		P		122399		1/11/2021	4/14/2025	Common Stock	122399	\$0	122399	D	
Warrants (right to buy)	\$0.001	4/17/2020		P		75578		7/11/2020	4/14/2025	Common Stock	75578	\$0	75578	D	

Explanation of Responses:

- (1) Consists of: (ii) 242,341 shares of Common Stock purchased in the first tranche pursuant to the Common Stock and Warrant Purchase Agreement, dated April 14, 2020, by and between the Issuer and the Purchasers listed therein (the "Purchase Agreement"), which closed on April 17, 2020; (ii) 121,170 shares of Common Stock to be purchased in the second tranche pursuant to the Purchase Agreement, which is set to close on May 23, 2020; (iii) 121,170 shares of Common Stock to be purchased in the third tranche pursuant to the Purchase Agreement, which is set to close on June 13, 2020; and (iv) 166,763 shares of Common Stock to be purchased in the fourth tranche pursuant to the Purchase Agreement, which is set to close on July 11, 2020 (which assumes that the 19.999% blocker limitation set forth in the Purchase Agreement will be implicated and that 75,578 blocker warrants will be issued in lieu of shares of Common Stock which will be immediately exercisable with an exercise price of \$0.001).
- (2) After taking into account the 1-for-10 reverse stock split effective December 11, 2019.

Remarks:

Exhibit List: Exhibit 24-Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friedman Michael 6740 SHADY OAK ROAD EDEN PRAIRIE, MN 55344-3433	X			

Signatures

/s/ Jonathan R. Zimmerman, Attorney-in-Fact

4/21/2020

*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

EXHIBIT-24

POWER OF ATTORNEY

I, Michael Friedman, hereby authorize and designate each of James Spolar, Jennifer Wood, Michael Porter, Jonathan Berkley, Jonathan R. Zimmerman, W. Morgan Burns, Sarah Bartlett and Amra Hosono signing singly, as my true and lawful attorney-in-fact to:

(1) prepare and execute for and on my behalf, in my capacity as an officer and/or director of iMedia Brands, Inc. (the "Company"), a Form ID and Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on my behalf as may be required to be filed in connection with my ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form ID, Form 3, 4 or 5 or Form 144, and any amendments to any of the foregoing, and timely file any such form with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the statements executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. I hereby further grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys-in-fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act or Rule 144 under the Securities Act of 1933, as amended (the "Securities Act"). This Power of Attorney shall remain in full force and effect until I am no longer required to file Form ID or Forms 3, 4 and 5 or Form 144 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys-in-fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on my part. I hereby revoke all previous Powers of Attorney that have been granted by me in connection with my reporting obligations, if any, under Section 16 of the Exchange Act and Rule 144 under the Securities Act with respect to my holdings of and transactions in securities issued by the Company. IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 31st day of July, 2019.

/s/ Michael Friedman