

**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): December 3, 2019

**iMedia Brands, 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)**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>IMBI</b>	<b>Nasdaq Capital Market</b>

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 5.07**      **Submission of Matters to a Vote of Security Holders**

iMedia Brands, Inc. (the “Company”), held a Special Meeting of Shareholders on December 3, 2019 (the “Special Meeting”). There were 59,559,566 shares of Company common stock, or approximately 77.58% of the 76,770,354 shares of Company common stock issued and outstanding and entitled to vote at the Special Meeting, present in person or represented by proxy, constituting a quorum.

At the Special Meeting, Company shareholders voted on: (1) the approval to amend Section A of Article 3 of the Company’s Articles of Incorporation to increase the number of authorized shares of common stock; (2) the approval to amend the Company’s Articles of Incorporation to delete Section D of Article 3; (3) the approval to amend the Company’s Articles of Incorporation to delete Section E of Article 3; (4) the approval to amend the Company’s Articles of Incorporation to delete Article 7 which provides that no officer or director of the Company may be an alien or a representative of a foreign government; and (5) the approval of one or more adjournments of the Special Meeting to a later date or dates if necessary or appropriate to solicit additional proxies. For more information about the foregoing proposals, please see the proxy statement for the Special Meeting filed on October 31, 2019.

Set forth below are the final voting results, as reported by the inspector of elections for the Special Meeting:

1. Amendment to Section A of Article 3 of the Company’s Articles of Incorporation

The amendment of Section A of Article 3 of the Company’s Articles of Incorporation to increase the number of authorized shares of common stock was approved by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
50,112,300	9,351,650	95,616	0

2. Amendment to delete Section D of Article 3 of the Company’s Articles of Incorporation

The amendment to the Company’s Articles of Incorporation to delete Section D of Article 3 was approved by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
28,977,786	489,963	147,002	29,944,815

3. Amendment to delete Section E of Article 3 of the Company’s Articles of Incorporation

The amendment to the Company’s Articles of Incorporation to delete Section E of Article 3 was approved by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
28,940,860	506,148	167,743	29,944,815

4. Amendment to delete Article 7 of the Company’s Articles of Incorporation

The amendment to the Company’s Articles of Incorporation to delete Article 7 was approved by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
27,582,398	1,936,855	95,498	29,944,815

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5. Adjournments of the Special Meeting

To set one or more adjournments of the Special Meeting to a later date or dates if necessary or appropriate to solicit additional proxies was approved by the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
52,341,437	7,046,344	171,785	0

**Item 9.01**      **Financial Statements and Exhibits**

(d)      Exhibits

The following exhibit is being filed with this Current Report on Form 8-K:

EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
<a href="#">3.1</a>	<a href="#">Articles of Amendment of Articles of Incorporation of the Registrant (effective as of December 3, 2019)</a>

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## 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 hereunto duly authorized.

Date: December 4, 2019

iMedia Brands, Inc.

By: /s/ James Spolar

James Spolar

Senior Vice President, General Counsel and Secretary

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**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
IMEDIA BRANDS, INC.**

The undersigned, James Spolar, in his capacity as Senior Vice President, General Counsel and Secretary of iMedia Brands, Inc., a Minnesota corporation (the "Corporation"), hereby certifies that:

- (i) The name of the Corporation is iMedia Brands, Inc.
- (ii) Article 3, Section A of the Corporation's Amended and Restated Articles of Incorporation has been amended to read in its entirety as follows:  
"A. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of capital stock and Fifty Million (50,000,000) shares of common stock, having a par value of one cent (\$.01) per share in the case of common stock, and having a par value as determined by the Board of Directors in the case of preferred stock, to be held, sold and paid for at such times and in such manner as the Board of Directors may from time to time determine in accordance with the laws of the State of Minnesota."
- (iii) Article 3 of the Corporation's Amended and Restated Articles of Incorporation has been amended to delete Section D of Article 3 in its entirety.
- (iv) Article 3 of the Corporation's Amended and Restated Articles of Incorporation has been amended to delete Section E of Article 3 in its entirety.
- (v) Article 7 of the Corporation's Amended and Restated Articles of Incorporation has been amended to delete Article 7 in its entirety.
- (vi) The foregoing amendments have been adopted pursuant to Chapter 302A of the Minnesota Statutes.

IN WITNESS WHEREOF, I have subscribed my name this 3<sup>rd</sup> day of December, 2019.

/s/ James Spolar  
Name: James Spolar  
Title: Senior Vice President, General Counsel  
and Secretary

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