

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): April 20, 2023

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)**

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	IMBI	The Nasdaq Stock Market, LLC
8.50% Senior Notes due 2026	IMBIL	The Nasdaq Stock Market, LLC

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 20, 2023, iMedia Brands, Inc. (“we”, “us”, “our”, or the “Company”) received approval from the Nasdaq Stock Market (“Nasdaq”) and determined to affect the transfer of the listing of our common stock from the Nasdaq Global Market to the Nasdaq Capital Market. This transfer will be effective at the opening of business on Monday, April 24, 2023. Our common stock will continue to trade under the symbol “IMBI.” The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as the Nasdaq Global Market and listed companies must meet certain financial requirements and comply with Nasdaq’s corporate governance requirements.

As previously reported, we were notified by Nasdaq on October 14, 2022, that for the preceding 30 consecutive business days, the closing bid price of our common stock listed on Nasdaq was below \$1.00 per share and therefore we did not comply with the minimum closing bid price requirement for continued listing on the Nasdaq Global Market under Nasdaq Listing Rule 5450(a)(1). In anticipation of not regaining compliance with Nasdaq Listing Rule 5450(a)(1) by April 12, 2023, the end of our initial 180-day grace period, we applied to transfer the listing of our common stock to the Nasdaq Capital Market.

We are now being afforded an additional 180-day grace period, or until October 9, 2023, to regain compliance with the Nasdaq's minimum bid price requirement. In order to regain compliance, the minimum bid price per share of our common stock must be at least \$1.00 for at least ten consecutive business days during the additional 180-day grace period. If we fail to regain compliance during this grace period, our common stock will be subject to delisting by Nasdaq. We have provided written notice of our intention to cure the minimum bid price deficiency during the second grace period by effecting a reverse stock split if necessary.

SIGNATURE

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: April 24, 2023

iMedia Brands, Inc.

By: /s/ Timothy A. Peterman

Timothy A. Peterman

Chief Executive Officer & Interim Chief Financial Officer
