

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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 * <u>REITKOPF AARON</u> (Last) (First) (Middle) <u>6740 SHADY OAK ROAD</u> (Street) <u>EDEN PRAIRIE MN 55344-3433</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>iMedia Brands, Inc. [IMBI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/10/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>7.75% Convertible Promissory Note</u>	<u>\$0.5863</u>	<u>04/10/2023</u>		<u>P</u>		<u>\$50,000</u>		<u>(I)</u>	<u>03/31/2024</u>	<u>Common Stock</u>	<u>144,988⁽²⁾</u>	<u>\$50,000</u>	<u>\$50,000</u>	<u>D</u>	

Explanation of Responses:

- Upon the completion of (a) the Company's shareholders approving an increase to the Company's authorized shares in order to provide sufficient authorized but unissued and unreserved shares of Common Stock, par value \$0.01 per share ("Common Stock") to permit conversion and any other required approvals and (b) either (i) the Company's entry into either a new or refinanced asset-based lending facility or (ii) the holders of a majority of the principal amount of the Notes determining that the Company has made sufficient progress towards completion of this refinancing, the outstanding principal and interest accrued (the "Conversion Amount") will be convertible into shares of Common Stock and Common Stock Purchase Warrants. The holder shall receive a number of shares of Common Stock, together with a Common Stock Purchase Warrant to purchase 0.85 shares of Common Stock, determined by dividing the Conversion Amount by \$0.58625.
- Consists of 85,287 common stock shares and 59,701 common stock purchase warrants. The shares may be issued as warrants with an exercise price of \$0.00001 per share at the election of the holder.

/s/ Jonathan Zimmerman, 04/20/2023
Attorney-in-Fact

** 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 Number.