

EVINE Live Inc.
Form 4
April 22, 2015

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GE CAPITAL EQUITY INVESTMENTS INC

2. Issuer Name and Ticker or Trading Symbol
EVINE Live Inc. [EVLV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 MERRITT 7,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2015

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Party to Shareholder Agreement

NORWALK, CT 06851

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 04/20/2015 | | S | | 23,323 (1) | D | \$ 6.4782 (2) (1) |
| | | | | | 3,643,629 | D (3) | |

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

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.

SEC 1474
(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GE CAPITAL EQUITY INVESTMENTS INC
201 MERRITT 7
NORWALK, CT 06851

Party to Shareholder Agreement

GENERAL ELECTRIC CAPITAL CORP
901 MAIN AVENUE
NORWALK, CT 06851-1168

X

GENERAL ELECTRIC CO
3135 EASTON TURNPIKE
W3F
FAIRFIELD, CT 06828

X

Signatures

/s/ Vincent Erardi, Chief Financial Officer/GECEI

04/22/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- The number of securities reported represents an aggregate number of shares sold by GE Capital Equity Investments, Inc. ("GECEI") in multiple market transactions over a range of sales prices. The price reported represents the weighted average price per share. The Reporting Persons undertake to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by GECEI at each separate price within the range.
- (1) Reporting Persons undertake to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by GECEI at each separate price within the range.
 - (2) Sale prices range from \$6.47 to \$6.49 per share, inclusive.
 - (3) Directly owned by GECEI. Indirectly owned by General Electric Capital Corporation ("GE Capital") because, among other things, GECEI is a wholly-owned subsidiary of GE Capital. See Exhibit 99.1, incorporated by reference herein.

Remarks:

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Exhibit 99.1- Joint Filer Information, incorporated herein by reference

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

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