

**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): December 29, 2017

Commission File No. 001-34061

HSN, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1 HSN Drive, St. Petersburg, Florida
(Address of principal executive offices)



26-2590893
(I.R.S. Employer
Identification No.)

33729
(Zip Code)

(727) 872-1000

(Registrant's telephone number, including area code)

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On December 29, 2017, HSN, Inc. (the “Company”) held a special meeting of its stockholders (the “Special Meeting”) in connection with the merger transaction (“Merger”) contemplated by the Agreement and Plan of Merger, dated as of July 5, 2017 (as such agreement may be amended from time to time, the “Merger Agreement”), by and among the Company, Liberty Interactive Corporation, a Delaware corporation (“Parent”), and Liberty Horizon, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Parent.

As of the close of business on October 31, 2017, the record date for the Special Meeting, there were 52,434,369 outstanding shares of the Company’s common stock (“Company common stock”), each with one vote per share. 46,084,796 shares of Company common stock were represented in person or by proxy at the Special Meeting and, therefore, a quorum was present. The number of votes cast for or against, as well as abstentions and broker non-votes, if applicable, with respect to each proposal presented at the Special Meeting is set forth below:

1. Proposal to adopt the Merger Agreement.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
45,668,679	28,831	387,286	0

The proposal was approved, having received “for” votes from a majority of the outstanding shares of Company common stock entitled to vote at the Special Meeting.

2. Proposal to adjourn or postpone the Special Meeting, if necessary and for a minimum period of time reasonable under the circumstances, to ensure that any necessary supplement or amendment to the proxy statement/prospectus is provided to Company stockholders a reasonable amount of time in advance of the Special Meeting, or to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve Proposal 1.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
43,622,790	2,076,704	385,302	0

The proposal was approved, having received “for” votes from a majority of the votes cast affirmatively or negatively, in person or by proxy, at the Special Meeting.

3. Proposal to approve, by a non-binding, advisory vote, certain compensation that may be paid or become payable to the Company’s named executive officers that is based on or otherwise relates to the transactions contemplated by the Merger Agreement.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
45,587,811	107,286	389,699	0

The proposal was approved, having received “for” votes from a majority of the votes cast affirmatively or negatively, in person or by proxy, at the Special Meeting.

Item 8.01 Other Events.

On December 29, 2017, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits**

**Exhibit
Number**

Description

[99.1](#) [Press release of HSN, Inc., dated December 29, 2017](#)

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 29, 2017

HSN, INC.

By: /s/ Rod R. Little

Name: Rod R. Little

Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number**

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99.1 Press release of HSN, Inc., dated December 29, 2017

Liberty Interactive Completes Acquisition of HSN, Inc.

ENGLEWOOD, CO, December 29, 2017 — Liberty Interactive Corporation (“Liberty Interactive”) (Nasdaq: QVCA, QVCB, LVNTA, LVNTB) announced today that it has completed the acquisition of the 62% of HSN, Inc. (“HSNi”) it did not already own in an all-stock transaction. As a result, shares of HSNi common stock no longer trade on Nasdaq.

“We’re excited HSNi is joining the QVC family. The combination will enhance QVC’s position as the leading global video eCommerce retailer and provide meaningful synergies,” said Greg Maffei, Liberty Interactive President and CEO. “We also look forward to the first quarter of 2018 when QVC Group is expected to become an asset backed stock which should further highlight value.”

“We welcome the HSNi team to our company, creating the leader in discovery-based shopping. The combination of QVC, HSNi and zulily will enhance the customer experience, accelerate innovation, strengthen our brands and allow us to leverage our resources and talents,” said Mike George, QVC President and CEO. “We thank the HSNi and QVC teams that have worked tirelessly on the integration, and we look forward to continuing to implement these plans in 2018.”

HSNi shareholders (excluding Liberty Interactive) received fixed consideration of 1.650 shares of Series A QVC Group common stock for every share of HSNi common stock held (as well as cash in lieu of any fractional shares of Series A QVC Group common stock). Liberty Interactive issued 53.6 million shares of Series A QVC Group common stock to HSNi shareholders. Pro forma, QVC Group total undiluted share count is approximately 483.9 million, comprised of approximately 454.7 million shares of Series A QVC Group common stock and approximately 29.2 million shares of Series B QVC Group common stock, with former HSNi shareholders, excluding Liberty Interactive, owning 11.1% of QVC Group’s undiluted equity and 7.2% of the undiluted voting power, based on the number of QVC Group shares outstanding as of October 31, 2017.

HSNi will remain based in St. Petersburg, FL, and HSN and the Cornerstone portfolio will continue to operate as separate brands. Effective as of close, Mike Fitzharris, formerly Representative Director and Chairman, QVC Japan, has been named President of HSN and Claire Spofford, formerly President, Garnet Hill, has been named President of Cornerstone. Both Mike and Claire report to Mike George. In addition, the Liberty Interactive Board of Directors has been expanded by one to include Fiona Dias, previously a director of HSNi. The previously announced transaction between Liberty Interactive and General Communication, Inc. (“GCI”) and subsequent split-off of Liberty Ventures is expected to close in the first quarter of 2018. Following that closing, QVC Group, including wholly-owned subsidiaries QVC, Inc., zulily and HSNi, will become an asset-backed stock and Liberty Interactive will be renamed QVC Group, Inc. For information regarding the potential impact of the recent tax reform legislation on the pending transaction with GCI, please refer to the Form 8-K filed by Liberty Interactive on December 26, 2017.

About Liberty Interactive Corporation

Liberty Interactive Corporation operates and owns interests in a broad range of digital commerce businesses. Those businesses are currently attributed to two tracking stock groups: the QVC Group and the Liberty Ventures Group. The businesses and assets attributed to the QVC Group (Nasdaq: QVCA, QVCB) consist of Liberty Interactive Corporation's subsidiaries, QVC, Inc., HSN, Inc. and zulily, llc, and the businesses and assets attributed to the Liberty Ventures Group (Nasdaq: LVNTA, LVNTB) consist of all of Liberty Interactive Corporation's businesses and assets other than those attributed to the QVC Group, including its subsidiary Evite and interests in Liberty Broadband Corporation, FTD, Lending Tree, ILG and Charter Communications.

This press release includes certain forward-looking statements, including statements about the expected benefits of the HSNi acquisition, statements about the proposed acquisition of GCI by Liberty Interactive and the proposed split-off of GCI and certain Liberty Ventures Group assets and liabilities (the "proposed split-off" and together with the proposed acquisition of GCI, the "proposed transactions"), the timing of the proposed transactions, the renaming of Liberty Interactive and other matters that are not historical facts. These forward-looking statements involve many risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements, including, without limitation, the satisfaction of conditions to complete the proposed transactions. These forward-looking statements speak only as of the date of this press release, and Liberty Interactive expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statement contained herein to reflect any change in Liberty Interactive's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. Please refer to the publicly filed documents of Liberty Interactive, including the most recent Forms 10-K and 10-Q, for additional information about Liberty Interactive and about the risks and uncertainties related to Liberty Interactive's business which may affect the statements made in this press release.

Liberty Interactive Corporation

Courtnee Chun

720-875-5420
