

**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 10, 2008**

HSN, INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34061
(Commission
File Number)

26-2590893
(IRS Employer
Identification No.)

1 HSN Drive, St. Petersburg, Florida 33729
(Address of principal executive offices)

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))

Item 5.04 Temporary Suspension of Trading under Registrant's Employee Benefits Plans

On December 10, 2008, HSN, Inc. ("HSNi") sent a notice to its officers and directors informing them of a blackout period with respect to the IAC/InterActiveCorp Retirement Savings Plan, of which HSNi's current and former employees are still participants (the "Plan"). This blackout period is being implemented in connection with the changing of trustees and record keepers for the Plan and HSNi's establishment of its own plan exclusively for HSNi employees and former employees. During this blackout period, plan participants will be unable to obtain a loan from the Plan, obtain a distribution from the Plan, change existing investment elections or execute a fund transfer. In addition, pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002 and related Securities and Exchange Commission rules and regulations, during this blackout period, HSNi's directors and executive officers will be prohibited from purchasing, selling or otherwise acquiring or transferring any equity securities of HSNi (including derivative securities pertaining to such shares). The blackout period is expected to last from 4:00 p.m., Eastern Time, on January 8, 2009, and end during the week of January 25, 2009.

A copy of the Notice sent to officers and directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

During the blackout period and for a period of two years after the ending date of the blackout period, participants in the Plan, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting James P. Warner, General Counsel, at HSN, Inc., 1 HSN Drive, St. Petersburg, FL 33729, telephone number (727) 872-7451.

Item 9.01 Financial Statements and Exhibits

- (d) **Exhibits**
- 99.1 Blackout Notice to Directors and Executive Officers

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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.

HSN, Inc.

Dated: December 10, 2008

By: /s/ James P. Warner
James P. Warner,

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Blackout Notice to Directors and Executive Officers

**IMPORTANT NOTICE CONCERNING LIMITATIONS
ON YOUR ABILITY TO TRADE IN HSN, INC. SECURITIES
DURING 401(k) BLACKOUT PERIOD**

December 10, 2008

To: Directors and Executive Officers of HSN, Inc.

As of this date, the employees of HSN, Inc. ("HSNi") currently participate in the IAC/InterActiveCorp Retirement Savings Plan ("IAC Plan"). In connection with the changing of trustees and record-keepers of the IAC Plan and the establishment of the HSN, Inc. Retirement Savings Plan, a blackout period will be imposed under the IAC Plan. During the blackout period, participants in the IAC Plan will be temporarily unable to effect certain transactions under the IAC Plan, including making investment exchanges into or out of, or taking distributions or loans of money invested in, common stock under the IAC Plan. The Sarbanes-Oxley Act of 2002 and SEC regulations promulgated thereunder require that HSNi directors and executive officers generally be prohibited from engaging in most transactions involving HSNi equity securities (including options and other derivatives based on HSNi stock) during this blackout period.

The blackout period is expected to last from 4:00 p.m., Eastern Time, on January 8, 2009 and end during the week of January 25, 2009. You can confirm the status of the blackout period by contacting me (Phone: (727) 872-7451 or email: jim.warner@hsn.net) or Linda Frazier (phone: (727) 872-4980 or email: linda.frazier@hsn.net).

Generally, during the blackout period, you are prohibited from directly or indirectly purchasing, selling or otherwise transferring any equity securities of HSNi that you acquired in connection with your service as a director or executive officer. Covered transactions are not limited to those involving your direct ownership, but include any transaction relating to HSNi securities in which you have a pecuniary interest. Dispositions of equity securities of IAC in connection with the spin-offs are excluded from trading restrictions. Securities acquired outside of an individual's service as a director or executive officer (such as shares acquired when the person was an employee but not yet an executive officer or shares acquired before a person became an HSNi director) are not covered. However, if you hold both covered shares and non-covered shares, any shares that you sell will be presumed to come first from the covered shares unless you can identify the source of the sold shares and show that you use the same identification for all related purposes (such as tax reporting and disclosure requirements).

The following are examples of transactions that you may not engage in during the blackout period:

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- exercising stock options granted to you in connection with your service as a director or executive officer;
 - selling HSNi stock that you acquired by exercising options; or
 - selling HSNi stock that you originally received as a restricted stock grant.

If you engage in a transaction that violates these rules during the blackout period, you could be required to disgorge your profits from the transaction. You could also be subject to civil and criminal penalties.

The rules summarized above are complex and the criminal and civil penalties that could be imposed upon directors and executive officers who violate them could be severe. Therefore, please contact me before engaging in any transaction involving HSNi stock or derivative securities based on HSNi stock during the blackout period or if you believe that any such transaction in which you have a pecuniary interest may occur during the blackout period.
