

**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 20, 2012**

HSN, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34061
(Commission File Number)

26-2590893
(IRS Employer Identification No.)

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

33729
(Zip Code)

(727) 872-1000
(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 19, 2012, the Board of Directors increased the size of the Board from nine to ten and appointed Ann Sarnoff as an additional member of the Board of Directors. Ms. Sarnoff will serve on the Compensation and Human Resources Committee.

Ms. Sarnoff currently serves as the Chief Operating Officer of BBC Worldwide Americas. She is responsible for the company's North American businesses and has held this role since 2010. From 2006 until joining the BBC in 2010, Ms. Sarnoff was President of Dow Jones Ventures and Senior Vice President of Strategy for Dow Jones & Company, Inc. Previously, Ms. Sarnoff served for two years as Chief Operating Officer of the Women's National Basketball Association and spent ten years at Viacom Inc. where she ultimately became Chief Operating Officer for VH1 and Country Music Television.

A copy of the press release announcing the election of Ms. Sarnoff to the Company's Board of Directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

There was no arrangement or understanding between Ms. Sarnoff and any other person pursuant to which she was selected as a director. There is no family relationship between Ms. Sarnoff and any of the Company's other officers or executive officers. Ms. Sarnoff does not have any direct or indirect material interest in any transaction in which the Company is a participant where the amount involved exceeds \$120,000. Ms. Sarnoff will receive cash compensation for her services as a member of the Board of Directors in accordance with the Company's director compensation policy approved effective August 20, 2008, as amended, and described in the Company's most recent Proxy Statement filed with the U.S. Securities and Exchange Commission on April 6, 2012.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated December 20, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned,

hereunto duly authorized.

HSN, Inc.

Date: December 20, 2012

By: /s/ JUDY A. SCHMELING

Judy A. Schmeling

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press Released dated December 20, 2012.

HSN, Inc. Appoints Ann Sarnoff to Board of Directors

ST. PETERSBURG, Fla., Dec. 20, 2012 (GLOBE NEWSWIRE) -- Interactive multichannel retailer HSN, Inc. (Nasdaq:HSNI) announced today that Ann Sarnoff has been appointed to its Board of Directors and will serve on the Compensation and Human Resources Committee. Ms. Sarnoff's appointment expands the number of HSNi Board members to 10.

Ms. Sarnoff currently serves as the Chief Operating Officer of BBC Worldwide Americas. She is responsible for the company's North American businesses and has held this role since 2010. From 2006 until joining the BBC in 2010, Ms. Sarnoff was President of Dow Jones Ventures and Senior Vice President of Strategy for Dow Jones & Company, Inc. Previously, Ms. Sarnoff served for two years as Chief Operating Officer of the Women's National Basketball Association and spent ten years at Viacom Inc. where she ultimately became Chief Operating Officer for VH1 and Country Music Television.

"We are extremely pleased that Ann will join our Board and leverage nearly 20 years of extensive business experience in media and entertainment," said Arthur Martinez, Chairman of the Board. "Ann's expertise in developing and growing businesses and brands, in addition to her proven success as a highly accomplished leader, makes her a valuable addition to our Board."

"I look forward to working with Ann and leveraging her unique experiences to assist us in executing against our strategic growth initiatives of creating immersive experiences, offering differentiated products and leveraging technology to build relationships, not just transactions," stated Mindy Grossman, Chief Executive Officer of HSNi.

Ms. Sarnoff is a member of the executive advisory board of the McDonough School of Business at Georgetown and is a member of the boards of Women's Forum of New York and the Harvard Business School Women's Association of New York. Ms. Sarnoff earned a Bachelor of Science degree from Georgetown University and a Masters in Business Administration from Harvard Business School. She was named one of the Most Powerful Women in Cable in 2011 and 2012 by CableFAX Magazine.

About HSN, Inc.

HSN, Inc. (Nasdaq:HSNI) is a \$3 billion interactive multichannel retailer with strong direct-to-consumer expertise among its two operating segments, HSN and Cornerstone. HSNi offers innovative, differentiated retail experiences on TV, online, via mobile devices, in catalogs, and in brick and mortar stores. HSN, a leading interactive multichannel retailer which offers a curated assortment of exclusive products combined with top brand names, now reaches approximately 96 million homes (24 hours a day, seven days a week, live 364 days a year). HSN.com is a top 10 trafficked digital sales site that offers a differentiated digital experience by leveraging content, community and commerce. In addition to its existing media platforms, HSN is the industry leader in transactional innovation, including services such as HSN Shop by Remote®, the only service of its kind in the U.S., the HSN Shopping App for mobile handheld devices and HSN on Demand®. Cornerstone comprises leading home and apparel lifestyle brands including Ballard Designs®, Chasing Fireflies®, Frontgate®, Garnet Hill®, Grandin Road®, Improvements® and TravelSmith®. Cornerstone distributes more than 300 million catalogs annually, operates eight separate digital sales sites and operates 11 retail and outlet stores.

The HSN, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=8695>

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