UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL							
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hours per response	0.5						

longer subject to Section 16. Form 4 or Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type	Responses)																		
1. Name and Address of Reporting Person * GROSSMAN MINDY F				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) (First) (Middle) 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 05/01/2009															
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)								_X_ Forn	6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned						
ST. PETERSBURG, FL 33729 (City) (State) (Zip)				Table L. Non Darivative Securities Agent															
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea			3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			d 5. Amount of Sec Owned Followin Transaction(s)		curities Beneficially		5. Ownership Form:	7. Nature of Indirect Beneficial			
				(Mon	nth/D	oay/Year)	Co	de	V .	Amoun	(A) or (D)	Pri	(Instr. 3 and 4)			Direct (D) Owners or Indirect (Instr. 4) (Instr. 4)		,	
Common S	Stock, par	value \$0.01 (1)	05/01/2009				M	(1)		9,326	A	\$ 0	26,04	26,041			D		
Common S	Stock, par	value \$0.01	05/01/2009				F ^C	<u>2)</u>		3,526	D	\$ 6.9	22,51:	22,515			D		
			Table II					cı juired,	urren	tly val	id OMB c	cont ficia	trol numbe			displays a			
1 77:4 6	12	12 m .:	24 D 1		puts,						ble securi	- 1			lon: c	0.31 1	c 110	111 37	
1. Title of Derivative Security (Instr. 3)	or Exercise (Month/Day/Year) any Code Derivative (Month/Day/Year)				of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form o Derivat Security Direct (or Indir	Ownership (Instr. 4)									
				Code	v	(A) (I		ate cercisa	ble	Exp	piration Da	nte	Title	Amount or Number of Shares					
Restricted Stock Units (3)	\$ 0	05/01/2009		М		9,3	326 05	5/01/2	2009 ⁽	05/	/01/2011	(3)	Common Stock, par value \$0.01	9.326	\$ 0	18,654	D		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
GROSSMAN MINDY F 1 HSN DRIVE ST. PETERSBURG, FL 33729	X		CEO			

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	05/05/2009
**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).
- (1) Represents shares of HSN, Inc. common stock acquired upon the vesting of restricted stock units. (see footnote 3 below)

- (2) Represents the withholding of shares of HSN, Inc. common stock to cover the payment of taxes in connection with the vesting of restricted stock units.
- (3) Represents restricted stock units of which 9,326 vested on May 1, 2009, 9,326 vest on May 1, 2010 and 9,328 vest on May 1, 2011.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.