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

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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

(1 Tillt of Type	e Responses)																
1. Name and Address of Reporting Person * MCINERNEY THOMAS				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				
1 HSN DR		(First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/20/2009							-	Officer (give ti	tle below)	Other	(specify below)
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)							r)		6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City))	(State)	(Zip)				Ta	ble I - N	on-Deri	vative S	ecurities A	Acquire	d, Disposed of	, or Benefic	ially Owned		
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year			Date, i	f Co (In	Code (A		4. Securities Acquired (A) or Disposed of (D (Instr. 3, 4 and 5)		D) Ov Tra	wned Followin ansaction(s)	curities Beneficially g Reported		6. Ownership Form:	Beneficial	
				(IVIOII	ui/Da	ay/Yea		Code	V A	mount	(A) or (D)	Price	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common S	Stock, par	value \$0.01	08/20/2009					M ⁽¹⁾	3,	966	A 5	60 61	,941]	D	
			Table II					Acquired	, Dispos	ed of, o	r Beneficia	ally Owi					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	(e.g., p 4. Transac Code	tion	calls, v 5. Nun	varra nber tive	tt c Acquired ints, opti	nis form urrently , Dispos ons, con Exercisa	are no valid ed of, o vertible	ot require OMB con r Beneficie securities	ally Own 7. Title of Und Securit	ned e and Amount lerlying	8. Price of		f 10.	ve Owners
	Security					(A) or Dispos of (D) (Instr. and 5)	ed						Following Reported Transaction((Instr. 4)	Direct (I	O) ect		
								Date					Amount				
				Code	V	(A)	(D)	Exercisa	ible	Expira	tion Date	Title	Number of Shares				

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
MCINERNEY THOMAS							
1 HSN DRIVE	X						
ST. PETERSBURG, FL 33729							

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	08/21/2009
**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.
- (2) The terms of the initial award provide that the restricted stock units vest in two equal installments on August 20, 2009 and August 20, 2010.

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.