



GROSSMAN MINDY F C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729	X		CEO	
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Signatures

/s/ Linda C. Frazier, as attorney-in-fact		05/03/2011
<sup>**</sup> 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 4 below)
- (2) Represents shares of HSN, Inc. common stock withheld to cover the payment of taxes in connection with the vesting of restricted stock units.
- (3) Represents shares of HSN, Inc. common stock acquired upon the vesting of restricted stock units (see footnote 4 below)
- (4) Represents restricted stock units which vested 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.