## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person\*

(Print or Type Responses)

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

2. Issuer Name and Ticker or Trading Symbol

	AN MIND			HSN, Inc	c. [115	111]					X Director		10	% Owner	
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 05/01/2011						X Officer (gi	ve title below)		ner (specify bel	ow)	
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year)						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)			Table I - I	Non-Der	rivative	Securiti	es Acqui	red, Disposed	of, or Ben	eficially Ow	ned	
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea		(Instr. 8)	(	(A) or E	ecurities Acquired or Disposed of (D) tr. 3, 4 and 5)					6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
				`	Í	Code	V .	Amount	(A) or (D)	Price	`			or Indirect (I) (Instr. 4)	
Common S per share	Stock, par	value \$0.01	05/01/2011			M <sup>(1)</sup>		30,653	3 A	\$ 0	59,250			D	
Common Stock, par value \$0.01 per share			05/01/2011			F <sup>(2)</sup>		15,472	2 D	\$ 33.18	43,778		D		
Common Stock, par value \$0.01 per share 05/01/2			05/01/2011			M <sup>(3)</sup>	9	9,328	A	\$ 0	53,106			D	
Common Stock, par value \$0.01 per share 05/01/2011		05/01/2011			F <sup>(2)</sup>	4	4,708	D	\$ 33.18	48,398			D		
										m are n	ot required	to respon	d unless th	е	
						ities Acquir	red, Dis	posed o	of, or Ben	eficially	ilid OMB co Owned	ntrol numi	oer.		
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date,	(e.g., puts, 4. if Transac Code	setion of Scales (I	varrants, o Number	ed, Dispositions, of the contract of the contr	posed o	of, or Ben tible secu sable 1 Date	eficially rities)	Owned and Amount	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir	Ownersh (Instr. 4) D) ect
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	(e.g., puts, 4. if Transac Code	setion of Scales (I	Number Derivative securities cquired (A) Disposed (D) nstr. 3, 4, ad 5)	ptions, of 6. Date and Ex (Month	posed o convert e Exercis piration h/Day/Y	of, or Ben tible secu sable n Date Year)	rities) 7. Title of Unde Securities	Owned and Amount	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	hip of Indire Benefici ive Ownersh (Instr. 4)  D) ect
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	(e.g., puts, 4. Transac Code ar) (Instr. 8	scalls, v. 5. of Scalls Scall Scalls Scall Scalls Scall Scale S	Number Derivative securities cquired (A) Disposed (D) nstr. 3, 4, ad 5)	ptions, of 6. Date and Ex (Month	posed oconverte Exercise Expiration h/Day/Y	of, or Ben tible secu sable n Date Year)	rities) 7. Title of Unde Securiti (Instr. 3  Title  Comm	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir	hip of Indire Benefici ive Ownersh (Instr. 4)  D) ect

### **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	

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
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.