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

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

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

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

	esponses)															
Name and Address of Reporting Person * Ronon Lynne			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 05/06/2011						X_Officer (give title below) Other (specify below) EVP, Merchandising of HSN						
(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 PersonForm filed by More than One Reporting Person						
(City)		(State)	(Zip)			Table I	- Non-I	Derivativ	e Securiti	ies Acqu	ired, Di	sposed of	, or Benefic	ially Owned		
(Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)	ction	or Disp	urities Acquired (A posed of (D) 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		C F II	6. Ownership Form:	Beneficial Ownership		
Common Sto	ck narval	ue \$0.01 per				Code	V	Amoun	t (D)	Price \$					nstr. 4)	
share	ck, pai vai	ue \$0.01 per	05/06/2011			M		5,000	A	16.46	12,87	6		Ι	,	
Common Stock, par value \$0.01 per share		05/06/2011			S	S	5,000		\$ 33.8 (1)	7,876	376		Ι)		
Common Stor share	ck, par val	ue \$0.01 per	05/06/2011			М		16,777	7 A	\$ 4.24	24,65	3		Ι)	
Common Stoo	ck, par val	ue \$0.01 per	05/06/2011			D		10,802		\$ 33.88	13,85	1		Ι	,	
Silaic	1 1	ue \$0.01 per	05/06/2011			F ⁽²⁾		5,975	11)	\$ 33.88	7,876			I	,	
Common Stor			uss of securities ber	neficially ow	ned dire	ectly or ind		one who			collec	tion of ir	nformation	contained	sec.	1474 (9-02)
Common Stor				- Derivative	e Secur	ities Acqui	Personal Per	form are ently val	o respon e not req lid OMB	d to the uired to control	respoi numbe	nd unles		contained i	n SEC	1474 (9-02)
Common Stor		ate line for each cl. 3. Transaction Date	Table II 3A. Deemed Execution Date,	- Derivative (e.g., puts, 4. if Transact Code	se Securition of I Second of I of O	ities Acqui varrants, o Number Derivative curities quired (A) Disposed (D) str. 3, 4,	Personal this formed, Dispersions, 6. Date Expirat	form are ently values sposed of converting Exercisa	o respone not required OMB of or Benefible securable and	d to the uired to control efficially (ities)	respoi numbe Owned	Amount	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	10. Owners Form of Derivati Security Direct (or Indire	11. Nature of Indire Benefici Owners! (Instr. 4)
Common Storshare Reminder: Report 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	ate line for each cl. 3. Transaction Date	Table II 3A. Deemed Execution Date,	- Derivative (e.g., puts, 4. if Transact Code	se Securi, calls, v	ities Acqui warrants, o Number Derivative surities quired (A) Disposed (D) str. 3, 4, 15)	Personal this formed, Dispersions, 6. Date Expirat	sposed o converti Exercisa tion Date	o respone not required OMB of or Benefible securable and	d to the uired to control efficially (ities) 7. Tof U Sec (Ins	Owned Title and Juderlyin urities tr. 3 and	Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owners Form of Derivati Security Direct (or Indire	11. Nature of Indire Benefici Owners! (Instr. 4)
Common Storshare Reminder: Report 1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	ate line for each cl. 3. Transaction Date	Table II 3A. Deemed Execution Date,	- Derivative (e.g., puts, 4. if Transact Code ar) (Instr. 8)	se Securi, calls, v	ities Acqui warrants, o Number Derivative curities quired (A) Disposed (D) str. 3, 4, 15)	Perset this for curred this for curred. Dispetions, 6. Date Expirat (Month)	sposed o convert: Exercise tion Date h/Day/Ye	orespone not required of the securable and sar)	d to the uired to control ficially (ities) 7. Tof U Sec (Ins	Owned Citle and Juderlyin urities tr. 3 and ee	Amount or Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	10. Owners Form of Derivati Security Direct (or Indire	11. Nature of Indire Beneficity Owners! (Instr. 4)

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

Ronon Lynne			
C/O HSN, INC.		EVP, Merchandising of HSN	
1 HSN DRIVE		Evi, were mandishing of 1151v	
ST. PETERSBURG, FL 33729			

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	05/10/2011
**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) This transaction was executed in multiple trades ranging from \$33.72 to \$33.93 per share. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transaction was effected upon request to the SEC staff, the issuer or a security holder of the issuer
- (2) Reflects shares of HSN, Inc. withheld to cover the taxes and exercise price in connection with the exercise of the stock appreciation rights and sale of the resulting shares.

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.