

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 – HENCHEL GREGORY J			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><input type="checkbox"/> Director</div> <div><input checked="" type="checkbox"/> Officer (give title below) EVP, GC & Secretary</div> <div><input type="checkbox"/> 10% Owner</div> <div><input type="checkbox"/> Other (specify below)</div>								
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011											
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>								
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					<div>Code V</div>		<div>Amount (A) or (D) Price</div>							

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)


1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0	11/16/2011		A		12		(1)	(1)	Common Stock, par value \$0.01 per share	3,514	\$ 0	3,514 (2)	D	
Restricted Stock Units	\$ 0	11/16/2011		A		43		(3)	(3)	Common Stock, par value \$0.01 per share	12,346	\$ 0	12,346 (4)	D	
Restricted Stock Units	\$ 0	11/16/2011		A		8		(5)	(5)	Common Stock, par value \$0.01 per share	2,364	\$ 0	2,364 (6)	D	

Reporting Owners

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

HENCHEL GREGORY J C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			EVP, GC & Secretary	
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Signatures

Linda C. Frazier, as attorney-in-fact		02/15/2012
 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) All of such Restricted Stock Units ("RSUs") vest on February 23, 2013.
- (2) Represents 3,502 RSUs granted on February 23, 2010 and an additional 12 RSUs issued on November 16, 2011 in connection with the company's cash dividend.
- (3) Of such RSU's, 3,086 vest on February 15, 2012 and February 15, 2013 and 3,087 vest on February 15, 2014 and February 15, 2015.
- (4) Represents 12,303 RSUs granted on March 1, 2010 and an additional 43 RSUs issued on November 16, 2011 in connection with the company's cash dividend.
- (5) All of such RSUs vest on February 9, 2014.
- (6) Represents 2,356 RSUs granted on February 9, 2011 and an additional 8 RSUs issued on November 16, 2011 in connection with the company's cash dividend.

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

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