

(Print or Type Responses)

| | | | | | | | | | | | | |
|--|--|---|--|--|-----------------------------------|--|--|------------|--|--|---|--|
| 1. Name and Address of Reporting Person* Letizio Lisa | | | 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 <input type="checkbox"/> 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</div> <div>EVP, Human Resources of HSNi</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) |
| | | | | | Code | V | Amount | (A) or (D) | Price | | | |

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

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SEC 1474 (9-02)

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 | | 5 | | (1) | (1) | Common Stock, par value \$0.01 per share | 1,329 | \$ 0 | 1,329 (2) | D | |
| Restricted Stock Units | \$ 0 | 11/16/2011 | | A | | 32 | | (3) | (3) | Common Stock, par value \$0.01 per share | 9,304 | \$ 0 | 9,304 (4) | D | |
| Restricted Stock Units | \$ 0 | 11/16/2011 | | A | | 12 | | (5) | (5) | Common Stock, par value \$0.01 per share | 3,514 | \$ 0 | 3,514 (6) | D | |
| Restricted Stock Units | \$ 0 | 11/16/2011 | | A | | 9 | | (7) | (7) | Common Stock, par value \$0.01 per share | 2,533 | \$ 0 | 2,533 (8) | D | |

Reporting Owners

| | |
|--|---------------|
| | Relationships |
|--|---------------|

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|--|----------|-----------|------------------------------|-------|
| Letizio Lisa C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729 | | | EVP, Human Resources of HSNi | |

Signatures

| | | |
|---|--|------------|
| /s/ 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 16, 2012.
- (2) Represents 1,324 RSUs granted on August 1, 2008 and an additional 5 RSUs issued on November 16, 2011 in connection with the company's cash dividend.
- (3) All of such RSUs vest on February 25, 2012.
- (4) Represents 9,272 RSUs granted on February 25, 2009 and an additional 32 RSUs issued on November 16, 2011 in connection with the company's cash dividend.
- (5) All of such RSUs vest on February 23, 2013.
- (6) 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.
- (7) All of such RSUs vest on February 9, 2014.
- (8) Represents 2,524 RSUs granted on February 9, 2011 and an additional 9 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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