FORM 4

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

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

(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

1. Name and Address of Reporting Person – GROSSMAN MINDY F					2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director				
C/O HSN,	INC., 1 H	(First) SN DRIVE	(Middle)	3. Date 11/16			st Trai	nsacti	on (Month/D	ay/Year)		X_ Officer (g	ive title below)	CEO	(specify below)	
ST. PETEI	RSBURG,	(Street) FL 33729		4. If A	mend	lment	t, Date	e Orig	ginal Filed(Mo	nth/Day/Year)		Form filed b	y One Reporting	up Filing(Check g Person e Reporting Person	Applicable Line)	
(City)		(State)	(Zip)				Tak	ble I -	Non-Deriva	tive Securi	ties Acquire	d, Disposed	d of, or Ben	eficially Owne	d	
1.Title of Sec (Instr. 3)	curity	1	2. Transaction Date (Month/Day/Year)	2A. D Executany (Mont	ution I	Date,	, if C	. Tran	(A) (In	Securities A or Dispose str. 3, 4 and (A) or Dispose (B) or Dispose (C) or Dispos	or Ov		•	ed OFFO	wnership orm: Be irect (D) Ov Indirect (In	Nature Indirect eneficial wnership astr. 4)
Reminder: Re	eport on a sep	parate line for each	Table II -	Deriva	ative S	Secu	rities	Acqu	Persons containe form dis	who respond in this for plays a cu	rrently vali	required d OMB co	to respon	d unless the	SEC 147	74 (9-02)
	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	3A. Deemed Execution Date,	if Tra	ansact	tion	5. Numb of Deriva	6. Date I and Expi (Month/I ivative urities uired or coosed D) tr. 3,				ŭ	8. Price of Derivative Security (Instr. 5)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Co	ode	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$ 0	11/16/2011		1	A		243		(1)	(1)	Common Stock, par value \$0.01 per share	70,029	\$ 0	70,029 (2)	D	
											Common					

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			

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	02/15/2012

**C' (CD (' D	Date
-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 April 9, 2012.
- (2) Represents 69,786 RSUs granted on April 9, 2008 and an additional 243 RSUs issued on November 16, 2011 in connection with the company's cash dividend.
- (3) Of such RSU's, 50,174 vest on July 31, 2012 and 50,175 vest on July 31, 2013.
- (4) Represents 100,000 RSUs granted on August 5, 2010 and an additional 349 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.

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.