

	Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
SCHMELING JUDY C/O HSN, INC. 1 HSN DRIVE ST.PETERSBURG, FL 33729			EVP & CFO, HSNi	

Signatures

/s/ Linda C. Frazier, as attorney-in-fact		02/15/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

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 1,402 RSUs granted on February 16, 2007 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 13,245 RSUs granted on February 25, 2009 and an additional 46 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 5,753 RSUs granted on February 23, 2010 and an additional 20 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 3,870 RSUs granted on February 9, 2011 and an additional 13 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.