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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).

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

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

### 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

(Finit of Type Responses)								· · · · · · · · · · · · · · · · · · ·		
1. Name and Address of Reporting Person SCHMELING JUDY	2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Last) (First) C/O HSN, INC., 1 HSN DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2011					X_Officer (give title below)         Other (specify below)           EVP & CFO, HSNi				
(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)	Т	able I - No	n-De	rivative S	ecurities	s Acqu	ired, Disposed of, or Beneficially Ov	vned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transact Code (Instr. 8)		4. Securi (A) or Di (Instr. 3,		of (D)	Transaction(s)	Ownership Form:	Beneficial
		(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)

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

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SEC 1474 (9-02)

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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)	Code		of	vative rities ired r osed ) . 3,	and Expiration Date (Month/Day/Year)		of Underlying Securities (Instr. 3 and 4)		nderlying Derivative security r. 3 and 4) (Instr. 5)			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		А		5		Ш	<u>(1)</u>	Common Stock, par value \$0.01 per share		\$ 0	1,407 <sup>(2)</sup>	D	
Restricted Stock Units	\$ 0	11/16/2011		A		46		(3)	(3)	Common Stock, par value \$0.01 per share	13,291	\$ 0	13,291 <sup>(4)</sup>	D	
Restricted Stock Units	\$ 0	11/16/2011		А		20		<u>(5)</u>	(5)	Common Stock, par value \$0.01 per share		\$ 0	5,773 <sup>(6)</sup>	D	
Restricted Stock Units	\$ 0	11/16/2011		A		13		(7)	(7)	Common Stock, par value \$0.01 per share		\$ 0	3,883 <sup>(8)</sup>	D	

## **Reporting Owners**

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
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 1,402 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.

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