## FORM 4

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

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

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

#### 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			Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]					_x	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director10% Owner					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 04/09/2012						X Officer (give title below) Other (specify below)  CEO					
ST. PETEI	RSBURG,	(Street) FL 33729		4. If Amendment	Date Origin	al Filed	(Month/Da	y/Year)		Form filed by	One Reporting	up Filing(Che Person Reporting Perso	11	ine)
(City)		(State)	(Zip)	Table I - Non-Derivative Securities A				es Acquirec	quired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	(Instr. 8)	(	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D) Ov	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	7. Nature of Indirect Beneficial Ownership	
				(Wollin/Day/Tea	Code	V .	Amount	(A) or (D)	Price	su. 3 and -	•)		or Indirect (I) (Instr. 4)	
Common S per share	Stock, par	value \$0.01	04/09/2012		M <sup>(1)</sup>	,	70,259	A	\$ 0 16	166,812		D		
Common S	Stock, par	value \$0.01	04/09/2012		F <sup>(2)</sup>		29,123	D	\$ 37.14 13	7,689			D	
1	eport on a sep	parate line for eac	h class of securities	beneficially own	d directly or	Perso conta	ns who	this for	m are not	required		d unless th		1474 (9-02)
1	eport on a sep	parate line for eac	Table II -	Derivative Secu	rities Acqui	Perso contai form o	ons who ined in displays	this for s a curr f, or Ben	m are not ently valid	required I OMB co		d unless th		1474 (9-02)
Reminder: Re	2. Conversion or Exercise Price of Derivative Security	3. Transaction	Table II -  3A. Deemed Execution Date,	Derivative Secu (e.g., puts, calls, 4. 5 if Transaction c Code S (Instr. 8)	rities Acqui warrants, o	Perso contai form of red, Disp ptions, of 6. Date and Ex	ons who ined in displays posed of converti	this for s a curr f, or Ben ble secu- able Date	m are not ently valid	required I OMB co	to respond ntrol numl	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form of Derivat Security Direct ( or Indir	11. Natur of Indire Benefici Ownersl (Instr. 4)
Reminder: Re  1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II -  3A. Deemed Execution Date, any	Derivative Secu (e.g., puts, calls, 4. 5 if Transaction c Code S (Instr. 8)	ities Acqui warrants, o . Number f Derivative ecurities .cquired (A) r Disposed f (D) nstr. 3, 4, nd 5)	Perso contai form of ed, Disp ptions, of 6. Date and Ex (Month	posed of convertice Exercise Expiration h/Day/Ye	this for s a curr f, or Ben ble secu- sable Date ear)	rm are not rently valid reficially Overities)  7. Title and of Underly Securities	required I OMB co	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form of Derivat Security Direct ( or Indir	11. Natur of Indire Benefici Ownersl (Instr. 4)

### **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	04/11/2012
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) Represents shares of the company's common stock acquired upon the vesting of restricted stock units ("RSUs"). (see footnote 3
- (2) Represents shares of the company's common stock withheld to cover the payment of taxes in connection with the vesting of RSUs.
- (3) All of such RSUs vested on April 9, 2012.

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.