| 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

### 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

| (Print or Type Responses)  |  |  |                  |          |   |  |                    |   |   |                         |  |
|--|--|--|------------------|----------|---|--|--------------------|---|---|-------------------------|--|
| 1. Name and Address of Reporting Person <sup>*</sup> –<br>GROSSMAN MINDY F | 2. Issuer Name and<br>HSN, Inc. [HSN       |  | radin            | g Symbol |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner |                    |   |   |                         |  |
| (Last) (First)<br>C/O HSN, INC., 1 HSN DRIVE                               |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/02/2012                   |                  |          |   |  |                    | X_Officer (give title below) Other (specify below) CEO  |   |                         |  |
| (Street)<br>ST. PETERSBURG, FL 33729                                       |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                  |          |   |  |                    | 6. Individual or Joint/Group Filing/Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>Form filed by More than One Reporting Person |   |                         |  |
| (City) (State)   | (Zip)                                      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                  |          |   |  |                    |   |   |                         |  |
| 1.Title of Security<br>(Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | Execution Date, if   | (Instr. 8)       |          | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |  |                    | Owned Following Reported<br>Transaction(s)  | Ownership<br>Form:  | Beneficial              |  |
|  |  |  | Code             | v        | Amount  | (A) or<br>(D)  | Price              | (Instr. 3 and 4)  | or Indirect (D) Own<br>or Indirect (Inst<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |  |
| Common Stock, par value \$0.01 per share                                   | 07/02/2012                                 |  | М                |          | 33,088  | А  | \$<br>11.41        | 170,851   | D   |                         |  |
| Common Stock, par value \$0.01 per share                                   | 07/02/2012                                 |  | D                |          | 19,191  | D  | \$<br>40.51        | 151,660   | D   |                         |  |
| Common Stock, par value \$0.01 per share                                   | 07/02/2012                                 |  | S <sup>(1)</sup> |          | 13,897  | D  | \$<br>40.51<br>(2) | 137,763   | D   |                         |  |

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

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| (e.g., puts, calls, warrants, options, convertible securities) |                                       |   |   |  |   |  |   |   |  |   |  |   |  |   |
|--|---------------------------------------|---|---|--|---|--|---|---|--|---|--|---|--|---|
|  |                                       |   | 4.  |  |   |  |   |   |  |   |  |   | 11. Nature   |   |
| Conversion   | Date                                  |   |   | tion   | of Derivative Expiration Date o   |  | of Underlying Derivative  |   | Derivative   | Ownership   | of Indirect  |   |  |   |
|  |                                       |   |   |  |   |  |   | ear)  | Securities   |   | Security   | Securities  | Form of  | Beneficial  |
| Price of   |                                       | (Month/Day/Year)  | (Instr. 8)  | )  | Acquired (A)  |  | (Instr. 3 and 4) (Instr.  |   | (Instr. 5)   | Beneficially  | Derivative   | Ownership   |  |   |
| Derivative   |                                       |   |   |  |   |  |   |   |  |   |  |   |  | (Instr. 4)  |
| Security   |                                       |   |   |  |   | · ·  |   |   |  |   |  | 0   |  |   |
|  |                                       |   |   |  |   |  |   |   |  |   |  | 1   |  |   |
|  |                                       |   |   |  | and   | 5)   |   |   |  |   |  | · · ·   | < / L  |   |
|  |                                       |   |   |  |   |  |   |   |  | Amount  |  | (Instr. 4)  | (Instr. 4)   |   |
|  |                                       |   |   |  |   |  | Data  | Empiration  |  | or  |  |   |  |   |
|  |                                       |   |   |  |   |  |   |   | Title  | Number  |  |   |  |   |
|  |                                       |   |   |  |   |  | Excicisable   | Date  |  | of  |  |   |  |   |
|  |                                       |   | Code  | V  | (A)   | (D)  |   |   |  | Shares  |  |   |  |   |
|  |                                       |   |   |  |   |  |   |   | Common   |   |  |   |  |   |
|  |                                       |   |   |  |   |  |   |   |  |   |  |   |  |   |
| 0 11 41  | 07/02/2012                            |   | N   |  |   | 22.000   | 00/05/0010  | 00/05/0010  |  | 22.000  | ¢ 0  | 00.000  | D  |   |
| n \$ 11.41   | 07/02/2012                            |   | М   |  |   | 33,088   | 08/25/2010  |   | 1  |   | \$0  | 99,262  | D  |   |
|  |                                       |   |   |  |   |  |   |   | \$0.01 per   |   |  |   |  |   |
|  |                                       |   |   |  |   |  |   |   | share  |   |  |   |  |   |
|  | Conversion<br>or Exercise<br>Price of | Conversion Date<br>or Exercise (Month/Day/Year)<br>Price of<br>Derivative<br>Security | 2.     3. Transaction<br>Date     3A. Deemed<br>Execution Date, if       or Exercise<br>Price of<br>Derivative<br>Security     (Month/Day/Year)     any<br>(Month/Day/Year) | 2.     3. Transaction<br>Date     3A. Deemed     4.       Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security     (Month/Day/Year)     Month/Day/Year)     Image: Code<br>(Month/Day/Year) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security<br>3. Transaction<br>Date<br>(Month/Day/Year)<br>3. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)<br>(Month/Day/Year)<br>Code<br>Code<br>Code<br>Code<br>Code<br>Code<br>Code | 2.       3. Transaction<br>Date       3A. Deemed<br>Execution Date, if<br>or Exercise<br>Price of<br>Derivative<br>Security       4.       5. N<br>Transaction<br>Code<br>(Instr. 8)         Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)         Month/Day/Year)       (Month/Day/Year)       (Instr. 8)         Code       Code       Acq<br>of (Instr. 8)         Code       Code       V         Month/Day       Code       V | 2.       3. Transaction       3A. Deemed       4.       5. Number         Conversion       Date       Execution Date, if       Transaction       of Derivative         Price of       Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       6.       Securities         Derivative       Security       Month/Day/Year)       (Month/Day/Year)       0.       Code       Securities         Acquired (A)       or Disposed       of (D)       (Instr. 3, 4, and 5)       0.       Code       V         Code       V       (A)       (D)       0.       0.       0.       0. | 2.       3. Transaction       3A. Deemed       4.       5. Number       6. Date Exercise         Conversion       Date       (Month/Day/Year)       any       Code       Transaction       6. Date Exercise         Price of       (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       Gode       Securities       Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)         Derivative       Code       V       (A)       (D)       Date | 2.<br>Conversion<br>or Exercise<br>Price of<br>Berivative<br>Security       3. Transaction<br>Date       3. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       4.<br>Transaction<br>Code<br>(Instr. 8)       5. Number<br>of Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5)       6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)         1       \$ 11.41       07/02/2012       M       M       33,088       08/25/2010       08/25/2019 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Berivative<br>Security3. Transaction<br>Date<br>(Month/Day/Year)3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)4.<br>Transaction<br>Code<br>(Instr. 3)5. Number<br>of Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5)6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)7. Title and<br>of Underlyin<br>Securities<br>(Instr. 3, 4,<br>and 5)1\$11.4107/02/2012MM33,08808/25/201008/25/2019Common<br>Stock,<br>par value<br>\$0.01 per | 2.<br>Conversion<br>or Exercise<br>Price of<br>Berivative<br>Security       3. Transaction<br>Date<br>(Month/Day/Year)       3. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       4.<br>Transaction<br>Code<br>(Instr. 8)       5. Number<br>of Derivative<br>Securities<br>(Instr. 3, 4,<br>and 5)       6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)       7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)         1       \$11.41       07/02/2012       M       M       V       S. Number<br>of Derivative<br>(Instr. 3, 4,<br>and 5)       5. Number<br>of Derivative<br>Securities<br>(Instr. 3, 4,<br>and 5)       6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)       7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)         1       \$11.41       07/02/2012       M       M       V       33,088       08/25/2010       08/25/2019       Common<br>Stock,<br>par value<br>\$0.01 per | $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$ | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security       3. Transaction<br>Date<br>(Month/Day/Year)       3. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       4.<br>Transaction<br>Code<br>(Instr. 3)       5. Number<br>of Derivative<br>Securities<br>(Instr. 3, 4,<br>and 5)       6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)       7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)       8. Price of<br>Derivative<br>Securities<br>(Instr. 3 and 4)       9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 4)         1       1       07/02/2012       M       M       I       33,088       08/25/2010       08/25/2010       08/25/2019       Common<br>Stock,<br>par value<br>\$0.01 per       \$ 0       99,262 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security       3. Transaction<br>Date       3. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)       4.<br>Transaction<br>of Derivative<br>Securities       5. Number<br>of Derivative<br>Securities       6. Date Exercisable and<br>Securities       7. Title and Amount<br>of Underlying       8. Price of<br>Derivative<br>Security       9. Number of<br>Derivative<br>Security       10.<br>Ownership         Security<br>Security       Security       (Month/Day/Year)       (Month/Day/Year)       4.<br>Transaction<br>on Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5)       5. Number<br>of Derivative<br>Security       6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year)       7. Title and Amount<br>of Underlying<br>Security       8. Price of<br>Derivative<br>Security       9. Number of<br>Derivative<br>Security       00         Security       Security       10.       10.       00       10.       00         Instr. 3       Acquired (A)<br>of (D)       0       10.       0       0       0         Instr. 4)       0 |

### **Reporting Owners**

|  | Relationships |              |         |       |  |  |  |
|--|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |  |  |
| GROSSMAN MINDY F<br>C/O HSN, INC.<br>1 HSN DRIVE<br>ST. PETERSBURG, FL 33729 | Х             |              | CEO     |       |  |  |  |

# Signatures

| /s/ Linda C. Frazier, as attorney-in-fact | 07/03/2012 |
|---|------------|
| 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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 8, 2011.
- (2) This transaction was executed in multiple trades ranging in price from \$40.36 to \$40.68 per share. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer.

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.