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

OMB APPRO	OVAL
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hours per response	0.5

longer subject to Section 16. Form 4 or Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	esponses)														
1. Name and Address of Reporting Person *- GROSSMAN MINDY F			<u>]</u>	2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]      3. Date of Earliest Transaction (Month/Day/Year)     02/12/2013      4. If Amendment, Date Original Filed(Month/Day/Year)					_x_	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_ Director (Check all applicable)  10% Owner  X_ Officer (give title below)  CEO  6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			_X_												
(Street)			•						_X_ Fo						
ST. PETERS	BURG, FL	. 33729								F0	iiii iiied by ivioi	e man One Kep	orting reison		
(City)		(State)	(Zip)			Table	I - Non-	Deriva	tive Securities	Acquired, l	Disposed of,	or Benefic	ially Owned		
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year	any	on Date, if	(Instr. 8)		(A) or Disposed of (D		Owned Following I Transaction(s)			Ov Fo	wnership or orm: B	eneficial
				(Month/D	ay/Year)	Cod	e V	Amo	(A) or (D)	(Instr.	(Instr. 3 and 4)		or (I)	Indirect (I	wnership nstr. 4)
Reminder: Repo	it on a separa						this	form a	ho respond t are not requir ralid OMB co	ed to resp	ond unless		contained in displays a	SEC 14	74 (9-02)
Reminder: Repo	и он а ѕерага			•			this	form a	re not requir	ed to resp	ond unless			SEC 14	174 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date,	(e.g., puts) 4. Transact Code	5. Nu Deriv Secur Acqu	mber o rative rities ired (A	this curred, Di options  f 6. Da Expir (Mon	form a ently v isposed , conve	re not required alid OMB coof, or Benefic retible securities cisable and late	ed to resp ntrol numb	Amount	8. Price of	9. Number of Derivative Securities Beneficially	10. Ownership Form of Derivative	11. Natur of Indirec Beneficia Ownershi
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution Date, any	(e.g., puts) 4. Transact Code	5. Nu Deriv Secur Acqu or Di (D)	mber of ative rities ired (A sposed . 3, 4,	this curred, Di options  f 6. Da Expir (Mon	form a ently v sposed conve te Exer- ation D	re not required alid OMB coof, or Benefic retible securities cisable and late	ed to resp ntrol numb ially Owned es)  7. Title and of Underlying Securities	Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution Date, any	(e.g., puts) 4. Transact Code	5. Nu Deriv Secur Acqu or Di (D) (Instr	mber of ative rities rited (Asposed . 3, 4,	this curred, Do options  6. Da Expir (Mono) of	form a ently v sposed conve te Exer- ation D	re not requir ralid OMB co of, or Benefic rtible securitie cisable and late /Year)	ed to resp ntrol numb ially Owned es)  7. Title and of Underlying Securities	Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Natur of Indirec Beneficia Ownershi (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	02/14/2013
**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.
- (1) The Stock Appreciation Rights vest annually over a three-year period beginning on February 12, 2014.

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.