FORM	4
------	---

Г

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

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 of Type Responses)											
 Name and Address of Reporting Perso Attinella Michael 		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	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2013						X_Officer (give title below) Other (specify below) CAO			
(Street) ST. PETERSBURG, FL 33729	4. If Amendment, D	ate Origina	l File	d(Month/Da	y/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	(Instr. 8)	(A) or Disposed of (D)			f(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		of	vative rities iired or osed) : 3,	and Expiration Date (Month/Day/Year)		fon Date of Underlying /Year) Securities		ing Derivative Derivati Security Securitie		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Beneficial
				Code	V	(A)		Date Exercisable	Expiration Date		Amount or Number of Shares				
Restricted Stock Units	\$ 0	03/20/2013		А		14		<u>(1)</u>	(1)	Common Stock, par value \$0.01 per share	14	\$ 0	4,115 (<u>2)</u>	D	
Restricted Stock Units	\$ 0	03/20/2013		А		12		<u>(1)</u>	(1)	Common Stock, par value \$0.01 per share	12	\$ 0	3,591 (<u>3)</u>	D	
Restricted Stock Units	\$ 0	03/20/2013		A		4		<u>(1)</u>	(1)	Common Stock, par value \$0.01 per share	4	\$ 0	1,386 (4)	D	

Reporting Owners

	Relationships				
	Director	10% Owner	Officer	Other	
Reporting Owner Name / Address					

Signatures

/s/ Linda C. Frazier, as attorney-in-fact	03/22/2013
**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. 78ff(a).
- (1) The rights accrued when and as the cash dividends were reinvested in securities and are exercisable and expire on the same terms as the securities to which they relate
- (2) Represents 4,038 restricted stock units ("RSUs") originally granted February 9, 2011, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (3) Represents 3,537 RSUs originally granted February 21, 2012, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (4) Represents 1,382 RSUs originally granted February 12, 2013, along with additional RSUs issued in connection with a subsequently declared 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.