

(Print or Type Responses)

|  |   |   |  |  |  |   |  |  |
|--|---|---|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person –<br>FOLLO JAMES M |   |   | 2. Issuer Name and Ticker or Trading Symbol<br>HSN, Inc. [HSNI]                  |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below) |  |  |
| (Last) (First) (Middle)<br>1 HSN DRIVE                     |   |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/19/2013                   |  |  |   |  |  |
| (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><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8)  | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4)   | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |  |
|  |   |   | Code V   | Amount (A) or (D) Price  |  |   |  |  |
| Common Stock, par value \$0.01 per share                   | 06/19/2013                              |   | A  | 77 A \$ 0  | 22,599 (1)   | D   |  |  |

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

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SEC 1474 (9-02)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 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   | 06/19/2013                           |  | A                              |   | 11  |     | (2)  | (2)             | Common Stock, par value \$0.01 per share                      | 11                         | \$ 0                                       | 3,186 (3)  | D  |  |
| Restricted Stock Units  | \$ 0   | 06/19/2013                           |  | A                              |   | 10  |     | (2)  | (2)             | Common Stock, par value \$0.01 per share                      | 10                         | \$ 0                                       | 2,754 (4)  | D  |  |
| Restricted Stock Units  | \$ 0   | 06/19/2013                           |  | A                              |   | 6   |     | (2)  | (2)             | Common Stock, par value \$0.01 per share                      | 6                          | \$ 0                                       | 1,811 (5)  | D  |  |

Reporting Owners

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

|  |   |  |  |  |
|--|---|--|--|--|
| FOLLO JAMES M<br>1 HSN DRIVE<br>ST. PETERSBURG, FL 33729 | X |  |  |  |
|--|---|--|--|--|

## Signatures

|   |  |            |
|---|--|------------|
| /s/ Linda C. Frazier, as attorney-in-fact |  | 06/21/2013 |
| --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) Includes 77 shares issued to the reporting person in connection with the reinvestment of cash dividends declared by the company effective June 19, 2013.
- (2) 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.
- (3) Represents 3,116 restricted stock units ("RSUs") originally granted May 17, 2011, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (4) Represents 2,712 RSUs originally granted May 18, 2012, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (5) Represents 1,805 RSUs originally granted May 8, 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.

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