## FORM 4

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

OMB APPROVAL
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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

(Print or Type	e Responses)																
Name and Address of Reporting Person*  Letizio Lisa				2. Issuer Name <b>and</b> Ticker or Trading Symbol HSN, Inc. [HSNI]								5.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
C/O HSN,	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2013									X Officer (give title below) Other (specify below)  Chief Human Resources Officer							
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year)									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui								es Acquire	ired, Disposed of, or Beneficially Owned				
(Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if rr) any (Month/Day/Year)		ite, if Co	(Instr. 8)		(A) or Disposed (Instr. 3, 4 and 5		of (D) Tr (In				6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	V	Amo		(A) or (D)	Price				(I) (Instr. 4)	
Common Stock, par value \$0.01 per share		12/18/2013				A		23.5	584 <i>A</i>	A	\$ 0 5,	5,816.498 <sup>(1)</sup>		D			
										f 10. Owners	11. Natur						
		Date	3A. Deemed Execution Date, if	4. 5. N Transaction of I Code Sec Ir) (Instr. 8) Accor I		5. Numl of Deriv Securiti Acquire	. Number f Derivative ecurities .cquired (A) r Disposed		6. Date Exercisable and Expiration Date (Month/Day/Year)		le ite	7. Title and Amou					hip of Indire Beneficial Ownersh (Instr. 4)
						(Instr. 3 and 5)	, 4,								Reported Transaction( (Instr. 4)	or Indir (I) (Instr. 4	
				Code	V	(A)	(D)	Date Exerc	isable		ration	Title	Amount or Number of Shares		(msu. 4)	(msu. 4	
Restricted Stock Units	\$ 0	12/18/2013		A		10.536	j	(	<u>2)</u>	١	(2)	Commo Stock, par valu \$0.01 po share	e 10.536	\$ 0	2,599.773	5 D	
Restricted Stock Units	\$ 0	12/18/2013		A		9.022		(	<u>2)</u>	١		Commo Stock, par valu \$0.01 po share	e 9.022	\$ 0	2,226.35. (4)	B D	
Restricted Stock Units	\$ 0	12/18/2013		A		5.354		(	<u>2)</u>	(	(2)	Commo Stock, par valu \$0.01 po share	e 5.354	\$ 0	1,321.14'	7 D	

### **Reporting Owners**

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Letizio Lisa C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			Chief Human Resources Officer						

#### **Signatures**

/s/ Greg Henchel, as attorney-in-fact	12/20/2013		
**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 23.584 shares issued to the reporting person in connection with the reinvestment of cash dividends declared by the company effective December 18, 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 2,524 restricted stock units ("RSUs") originally granted February 9, 2011, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (4) Represents 2,169 RSUs originally granted February 21, 2012, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (5) Represents 1,303 RSUs originally granted February 12, 2013, along with additional RSUs issued in connection with subsequently declared cash dividends.

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.