

(Print or Type Responses)

1. Name and Address of Reporting Person * HENCHEL GREGORY J			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div>Director</div><div>10% Owner</div><div>X Officer (give title below)</div><div>Other (specify below)</div></div> <div>Chief Legal Officer, Secretary</div>			
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2013						
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>			
(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	12/18/2013		A		46.31	A	\$ 0	18,967.132 (1)	D

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

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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)	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	12/18/2013		A		25.686		(2)	(2)	Common Stock, par value \$0.01 per share	25.686	\$ 0	6,338.264 (3)	D	
Restricted Stock Units	\$ 0	12/18/2013		A		9.834		(2)	(2)	Common Stock, par value \$0.01 per share	9.834	\$ 0	2,426.731 (4)	D	
Restricted Stock Units	\$ 0	12/18/2013		A		8.756		(2)	(2)	Common Stock, par value \$0.01 per share	8.756	\$ 0	2,160.66 (5)	D	
Restricted Stock Units	\$ 0	12/18/2013		A		5.198		(2)	(2)	Common Stock, par value \$0.01 per share	5.198	\$ 0	1,282.618 (6)	D	

Reporting Owners

	Relationships
Reporting Owner Name / Address	

	Director	10% Owner	Officer	Other
HENCHEL GREGORY J C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			Chief Legal Officer, Secretary	

Signatures

/s/ Gregory J. Henchel	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 46.31 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 the unvested balance of 6,312 restricted stock units ("RSUs") originally granted March 1, 2010, along with additional RSUs issued in connection with subsequently declared cash dividends
- (4) Represents 2,356 restricted stock units originally granted February 9, 2011, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (5) Represents 2,105 RSUs originally granted February 21, 2012, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (6) Represents 1,265 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.

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