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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 or Type Responses)										
1. Name and Address of Reporting Person- MORSE JOHN B JR	2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) C/O HSN, INC., 1 HSN DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 12/18/2013						Officer (give title below)O	ther (specify bel	ow)
(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 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	3. Transact Code (Instr. 8)		4. Securi (A) or D (Instr. 3, Amount	(A) or	of (D)	Transaction(s) (Instr. 3 and 4)	Ownership Form:	Beneficial Ownership
Common Stock, par value \$0.01 per share	12/18/2013		A	v	15.088			51,761.122 <u>(1)</u>	D	

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

Persons who respond to the collection of information SEC 1474 (9-02) contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a.g., pute calls warrants options convertible securities)

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	5. Numbo of Deriva Securitie: Acquired or Dispos of (D) (Instr. 3, and 5)	(A) sed	(Month/Day	on Date	7. Title an Amount o Underlyin Securities (Instr. 3 an	f g	Security Securities Form of (Instr. 5) Beneficially Derivative Owned Security: Following Direct (D) Reported or Indirect Transaction(s) (I)		11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Restricted Stock Units	\$ 0	12/18/2013		A		13.007		(2)	(2)	ommon Stock, par value \$0.01 per share	13.007	\$ 0	3,209.548 (<u>3)</u>	D	
Restricted Stock Units	\$ 0	12/18/2013		А		11.244		<u>(2)</u>	<u>(2)</u>	ommon Stock, par value \$0.01 per share	11.244	\$ O	2,774.586 (4)	D	
Restricted Stock Units	\$ 0	12/18/2013		А		7.393		(2)	(2)	ommon Stock, par value \$0.01 per share	7.393	\$ O	1,824.245 (5)	D	

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MORSE JOHN B JR C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729	Х			

Signatures



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 15.088 deferred share units 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 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 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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