FORM	4
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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 <sup>*</sup> GROSSMAN MINDY F	2. Issuer Name <b>and</b> HSN, Inc. [HSN		Fradin	ıg Symbol		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) 03/17/2014						X_Officer (give title below)Other (specify below)Other (spec			
<sup>(Street)</sup> 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)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Transaction(s)	Ownership Form:	Beneficial	
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) Owr or Indirect (Inst (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock, par value \$0.01 per share	03/17/2014		М		65,000	А	\$ 20.46	189,087.854	D		
Common Stock, par value \$0.01 per share	03/17/2014		F		40,906	D	\$ 60.82	148,181.854	D		
Common Stock, par value \$0.01 per share	03/17/2014		S <sup>(1)</sup>		24,094	D	\$ 61.43 (2)	124,087.854	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 contained in SEC 1474 (9-02) 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

(e.g., puts, calls, warrants, options, convertible securities)															
1. Title of	2.										9. Number of		11. Nature		
	Conversion	Date	Execution Date, if	Transact	ion	on of Derivative H		Expiration Date		of Underlying		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)		Code		Securities (Month/Day/Year) Securities		Securities		Security	Securities	Form of	Beneficial		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Acquired (A) (		(Instr. 3 and 4) (Instr. 5)		Beneficially	Derivative	Ownership			
	Derivative					or D	Disposed					Owned	Security:	(Instr. 4)	
	Security					of (I	D)						Following	Direct (D)	
						·	tr. 3, 4,						1	or Indirect	
						and	5)						Transaction(s)	< / <	
											Amount		(Instr. 4)	(Instr. 4)	
								<b>D</b> :	<b>.</b>		or				
									Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				
										Common					
Stock										Stock,					
	<b>A A A A A</b>	00/15/0011					< - 0.00			· · · · · ·	<- 000	<b>*</b> •			
Appreciation	\$ 20.46	03/17/2014		М			65,000	02/24/2011	02/24/2020	par value	65,000	\$ 0	208,601	D	
Rights										\$0.01 per					
_										share					

# **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GROSSMAN MINDY F C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729	Х		CEO				

## Signatures

/s/ Harold Herman, as attorney-in-fact	03/18/2014
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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2013.
- (2) This transaction was executed in multiple trades ranging in price from \$61.12 to \$61.70 per share. The price above reflects the weighted average sales price. The reporting person undertakes to provide information regarding the number of shares and prices at which the transaction was effected average sales price. The reporting person undertakes to provide information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer.

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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