FORM 4

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

OMB APPR	OVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

1 Mama and Ad	esponses)								J. n.		CD .:	D ():-3		
1. Name and Address of Reporting Person * GROSSMAN MINDY F				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) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 09/15/2014					X	X Officer (give title below) Other (specify below) CEO				
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ Fo	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)	DORG, 11	(State)	(Zip)	Table I - Non-Derivative Securities Acqu				Acquired, I	Disposed of	, or Benefic	cially Owned			
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year		3. Transac Code (Instr. 8)	etion 4	on 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ed (A) 5. An Owner Trans	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			6. Ownership Form:	7. Nature of Indirect Beneficial	
				(Month/Day/Year)	Code	V	Amount	(A) or (D) P	(Instr. 3 and 4)			Direct (D) Ownershi or Indirect (I) (Instr. 4)		
Common Storshare	ck, par val	ue \$0.01 per	09/15/2014		M	4	6,729	A \$ 29	.72 170,	818.623			D	
Common Stor	ck, par val	ue \$0.01 per	09/15/2014		F	3	3,588	D \$ 59	.44	230.623			D	
Common Storshare	ck, par val	ue \$0.01 per	09/15/2014		S ⁽¹⁾	1	3,141	D \$ 59 (2)	59.03 124,089.623				D	
Reminder: Repo	rt on a separa	ate line for each cl	ass of securities ber	neficially owned dire	ectly or indi	rectly.								
						this fo	rm are	not requi		ond unles		n contained n displays a	in SEC	1474 (9-02)
			Table II	- Derivative Secur		this fo curren	rm are tly val	e not required in the not required in the not required in the not required in the notion in the noti	red to respondent of the respo	ond unles er.			in SEC	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date,	(e.g., puts, calls, v 4. 5.1 if Transaction of Code Secar) (Instr. 8) According of of of second sec	Number Derivative curities quired (A) Disposed (D) str. 3, 4,	this fo curren red, Disp ptions, co	rm are tly val osed o onverti Exercisa on Date	e not required in the control of the	red to respondent of the respo	ond unles ber. I d Amount ying	s the form	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	of 10. Owners Form o Derivat Security Direct (or Indir (s) (I)	11. Natu of Indire Benefici Ownersk (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, r) any	(e.g., puts, calls, v 4. 5.1 Transaction of Code See ar) (Instr. 8) Ac or of (Instr. 8) Ac	varrants, o Number Derivative curities quired (A) Disposed (D) str. 3, 4,	this fo curren red, Disp ptions, co 6. Date E Expiratio	rm are tly val	e not required in the control of the	cially Owned es) 7. Title an of Underly Securities	ond unles ber. I d Amount ying	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form o Derivat Securit; Direct (or Indir	11. Natu of Indire Benefici Ownersk (Instr. 4)

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	X		CEO		

Signatures

/s/ Harold Herman, as attorney-in-fact	09/16/2014
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 June 10, 2014.
- (2) This transaction was executed in multiple trades ranging in price from \$58.72 to \$59.27 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 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.

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.