FORM	4
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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).
may continue. See

(D

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

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#### 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

(Thit of Type Responses)											
1. Name and Address of Reporting Person Sarnoff Ann	2. Issuer Name and HSN, Inc. [HSN		Tradi	ng Symbo	1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 					
C/O HSN, INC., 1 HSN DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 09/17/2014					Officer (give title below) O	ther (specify bel	ow)		
(Street) SAINT 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)	Т	able I - No	n-De	rivative S	ecuritie	s Acqu	ired, Disposed of, or Beneficially Ow	ned		
1.Title of Security	2. Transaction	2A. Deemed	3. Transaction		4. Securities Acquired		uired	5. Amount of Securities Beneficially	6.	7. Nature	
(Instr. 3)	Date (Month/Day/Year)	Execution Date, if any	Code (Instr. 8)		· · · · · · · · · · · · · · · · · · ·			Owned Following Reported Transaction(s)	Ownership Form:	of Indirect Beneficial	
		(Month/Day/Year)		37		(A) or	D .	(Instr. 3 and 4)	or Indirect (I)	Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price		(Instr. 4)		

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 this form are not required to respond unless the

SEC 1474 (9-02)

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

	(e.g., puts, calls, warrants, options, convertible securities)														
Security	Conversion	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	)	5. Numbo of Deriva Securitie Acquired or Dispos of (D) (Instr. 3, and 5)	ative s l (A) sed	(Month/Day	ion Date	7. Title and of Underlyin Securities (Instr. 3 and	ng		Derivative Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)	(D)	Excleisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Deferred Stock Units	\$ 0	09/17/2014		А		23.184		(1)	(1)	Common Stock, par value \$0.01 per share		\$ 0	5,549.342	D	

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Sarnoff Ann C/O HSN, INC. 1 HSN DRIVE SAINT PETERSBURG, FL 33729	Х							

### Signatures

/s/ Harold Herman, as attorney-in-fact	09/19/2014
** Signature of Reporting Barson	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 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.

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.