| Check this box if no  |
|-----------------------|
| longer subject to     |
| Section 16. Form 4 or |
| Form 5 obligations    |
| may continue. See     |
| Instruction 1(b).     |
|                       |

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

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SEC 1474 (9-02)

### 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. Name and Address of Reportin<br>Attinella Michael                                    | 2. Issuer Name and<br>HSN, Inc. [HSN]                |  | Fradiı                            | ng Symbo | l   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner |   |  |  |                         |  |
|---|--|--|-----------------------------------|----------|---|--|---|--|--|-------------------------|--|
| (Last) (First)<br>C/O HSN, INC., 1 HSN D  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/17/2014                   |                                   |          |   |  |   | X_Officer (give title below)Other (specify below)Other (specif |  |                         |  |
| (Street)<br>ST. PETERSBURG, FL 33   | 4. If Amendment, Date Original Filed(Month/Day/Year) |  |                                   |          |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>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     2. Transaction       (Instr. 3)     Date       (Month/Day/Yet) |  | / /  | 3. Transact<br>Code<br>(Instr. 8) | tion     | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |  |   | Owned Following Reported<br>Transaction(s)   | 6.<br>Ownership<br>Form:                       | Beneficial              |  |
|   |  | (Month/Day/Year)   | Code                              | v        | Amount  | (A) or<br>(D)  | Price   |  | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | Ownership<br>(Instr. 4) |  |
| Common Stock, par value per share   | \$0.01 09/17/2014                                    |  | А                                 |          | 12.497  | А  | \$0   | 3,002.729 (1)  | 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 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

|   | ( <i>e.g.</i> , puts, calls, warrants, options, convertible securities) |  |                                       |      |   |   |                            |  |                    |   |  |  |  |            |  |
|---|---|--|---------------------------------------|------|---|---|----------------------------|--|--------------------|---|--|--|--|------------|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security   | 3. Transaction<br>Date<br>(Month/Day/Year) | · · · · · · · · · · · · · · · · · · · | Code |   | 5. Number<br>of Deriva<br>Securities<br>Acquired<br>or Dispos<br>of (D)<br>(Instr. 3,<br>and 5) | ative<br>s<br>l (A)<br>sed | 6. Date Exercisable 7<br>and Expiration Date 0<br>(Month/Day/Year) S |                    | 7. Title and Amount<br>of Underlying<br>Securities8. Price of<br>Derivative<br>Security<br>(Instr. 3 and 4)7. Title and Amount<br>Security<br>(Instr. 5)8. Price of<br>Derivative<br>Security<br>(Instr. 5) |  | Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | Beneficial |  |
|   |   |  |                                       | Code | v | (A)   | (D)                        | Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |  | (1150.4)   | (11150.4)  |  |
| Restricted<br>Stock<br>Units                        | \$ 0  | 09/17/2014                                 |                                       | А    |   | 27.388  |                            | (2)  | <u>(2)</u>         | Common<br>Stock,<br>par value<br>\$0.01 per<br>share  | 27.388                                 | \$ O   | 6,555.59   | D          |  |

### **Reporting Owners**

|   | Relationships |              |         |       |  |  |  |  |
|---|---------------|--------------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer | Other |  |  |  |  |
| Attinella Michael<br>C/O HSN, INC.<br>1 HSN DRIVE<br>ST. PETERSBURG, FL 33729 |               |              | CAO     |       |  |  |  |  |

## Signatures

| /s/ Harold Herman, as attorney-in-fact | 09/19/2014 |
|--|------------|
| Signature of Reporting Person          | Date       |
|  |            |

# **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- (1) Includes 12.497 shares issued to the reporting person in connection with the reinvestment of cash dividends declared by the company effective September 17, 2014.
- (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.

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.

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).