

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 19, 2010

HSN, INC.

(Exact name of registrant as specified in charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-34061
**(Commission
File Number)**

26-2590893
**(IRS Employer
Identification No.)**

1 HSN Drive, St. Petersburg, Florida 33729
(Address of principal executive offices)

33729
(Zip Code)

(727) 872-1000
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

HSN, Inc. (the “Company”) held its annual meeting of shareholders on May 19, 2010. The matters on which the shareholders voted, in person or by proxy, were (i) to elect ten directors to serve until the Company’s next annual meeting of shareholders or until their successors are duly elected and qualified, (ii) to ratify the appointment of Ernst & Young LLP as the Company’s independent registered certified public accounting firm for the fiscal year ended December 31, 2010, and (iii) to approve the HSN, Inc. Employee Stock Purchase Plan. The results of the voting are as follows:

Proposal 1 – Election of directors:

| <u>Name of Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------------|-----------------------|-------------------------|
| Gregory R. Blatt | 48,934,114 | 1,230,082 | 3,309,527 |
| Michael C. Boyd | 49,768,624 | 395,572 | 3,309,527 |
| Patrick Bousquet-Chavanne | 49,931,527 | 232,669 | 3,309,527 |
| William Costello | 48,924,106 | 1,240,090 | 3,309,527 |
| James M. Follo | 49,934,614 | 229,582 | 3,309,527 |
| Mindy Grossman | 48,993,187 | 1,171,009 | 3,309,527 |
| Stephanie Kugelman | 49,932,992 | 231,204 | 3,309,527 |
| Arthur C. Martinez | 48,523,093 | 1,641,103 | 3,309,527 |
| Thomas J. McInerney | 48,932,318 | 1,231,878 | 3,309,527 |
| John (Jay) B. Morse, Jr. | 49,927,705 | 236,491 | 3,309,527 |

Proposal 2 – Ratify the appointment of Ernst & Young LLP as independent registered certified public accounting firm:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 53,448,578 | 18,401 | 6,744 | 0 |

Proposal 3 – Approve HSN, Inc. Employee Stock Purchase Plan:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstaining</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|-------------------------|-------------------------|
| 49,439,409 | 718,261 | 6,526 | 3,309,527 |

Pursuant to the foregoing votes, all of the Company’s directors were re-elected, Ernst & Young LLP was ratified as the Company’s independent registered certified public accounting firm and the HSN, Inc. Employee Stock Purchase Plan was approved.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 24, 2010

HSN, INC.

By: /s/ Judy A. Schmeling
Judy A. Schmeling
Executive Vice President and
Chief Financial Officer