
**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): December 1, 2014

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 1, 2014, HSN, Inc., a Delaware corporation (the “Company”), issued a press release announcing that Jeffrey C. Kuster joined the Company as President, Cornerstone Brands and an Executive Officer of HSNi. A copy of this press release is furnished as Exhibit 99.1 to this report.

Mr. Kuster has held various senior leadership positions with Fruit of the Loom including President, Vanity Fair Brands Europe from April 2007 to September 2011, Chief Executive Officer EMEA and India from October 2011 to December 2012, and Executive Vice President, Chief Marketing and Strategy Officer from January 2013 to April 2014. From January 2001 through March 2007, Mr. Kuster held positions of increasing responsibility with VF Corporation.

In connection with his appointment, the Company entered into a letter agreement with Mr. Kuster to be effective upon commencement of his employment with the Company. The agreement provides as follows:

- Mr. Kuster will be paid an annual base salary of \$600,000.
- He will be eligible to participate in the Company’s short-term incentive plan with a target bonus of 75% of base salary, and long-term incentive plan with a target bonus of 100% of base salary. Awards under the plans will be based on measures of both corporate financial performance and individual goals and objectives.
- Effective the first of the month following his date of hire, Mr. Kuster will be granted an award of restricted stock units, or RSUs, equal to 100% of his base salary based on fair value of the Company’s common stock on the grant date. The RSUs will vest in five equal annual installments, with 20% vesting on each of the following anniversaries of his date of hire.
- Mr. Kuster will be eligible for relocation including up to two trips per month between St. Pete and his home during the relocation.
- Mr. Kuster will also be eligible to participate in the Company’s Named Executive Officer Severance Plan. The plan generally provides for severance benefits in the event of a termination by the Company without Cause or by the Executive for Good Reason (as such terms are defined in the plan). The Named Executive Officer Severance Plan was previously filed with the Company’s Current Report on Form 8-K dated November 23, 2009 and filed with the U.S. Securities and Exchange Commission on November 24, 2009.

The Company intends to enter into its standard form of non-compete, non-solicitation, confidentiality and proprietary rights agreement with Mr. Kuster on substantially the same terms as those entered into with its other executive officers.

Since January 1, 2014, Mr. Kuster has not been a participant in any transaction, or any currently proposed transaction, in which the Company was or is to be a participant and the amount involved exceeds \$120,000. There are no family relationships between Mr. Kuster and any other director or executive officer of the Company.

The information in this report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall this information or this exhibit be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated December 1, 2014

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: December 1, 2014

HSN, INC.

By: /s/ Judy A. Schmeling

Judy A. Schmeling

Chief Operating Officer and Chief Financial Officer



HSN, Inc. Appoints Jeffrey Kuster as President of Cornerstone
Kuster to Lead Cornerstone's Portfolio of Seven Home and Apparel Lifestyle Brands

St. Petersburg, FL – December 1st, 2014 – Interactive multichannel retailer HSN, Inc. (NASDAQ: HSNi) today named Jeffrey Kuster as President of Cornerstone and Executive Officer of HSNi. Mr. Kuster will report directly to HSNi CEO Mindy Grossman.

Mr. Kuster, 48, has held various leadership positions in the apparel, fashion and retail industries, most recently as Executive Vice President, Chief Marketing and Strategy Officer for Berkshire Hathaway's Fruit of the Loom.

"Jeff is joining HSNi at an exciting time in our company's history," said Mindy Grossman, Chief Executive Officer, HSNi. "His background and experience in digital commerce, strategic growth initiatives and lifestyle brand development will contribute to the continued growth and development of our overall business. We welcome and look forward to his contributions."

In his new role as President of Cornerstone Brands, Mr. Kuster will assume responsibility for HSNi's portfolio of aspirational home and apparel lifestyle brands that include Frontgate, Ballard Designs, Garnet Hill, Grandin Road, Chasing Fireflies, Improvements, and TravelSmith. He will lead the strategic vision, drive growth and expand Cornerstone's digital presence to continue to increase customer acquisition and overall profitability.

Cornerstone is an interactive, direct-to-consumer business that distributes more than 320 million catalogs annually, and operates eight unique ecommerce sites and 11 retail stores. Digital sales penetration at Cornerstone today represents 68% of its business, while mobile grew 20% in Q3 and now represents 15% of the division's total annual sales.

"Jeff's deep knowledge and proven track record in the consumer lifestyle and retail industries will play a pivotal role as we continue to enhance our customer experience and expand our brands' presence across a wide range of retail platforms," said Mrs. Grossman. "We look to him to build on the success Cornerstone has enjoyed in digital, and to continue to deliver unique products and experiences to our customers."

Mr. Kuster has held various leadership positions in apparel, fashion and retail most recently at Berkshire Hathaway's Fruit of the Loom, as the Executive Vice President, Chief Marketing and

Strategy Officer. In this role, Mr. Kuster developed and implemented a corporate transformation strategy, driving change from manufacturing heritage to a consumer-centric and brand-driven culture. He managed a portfolio of iconic brands including Fruit of the Loom, Vanity Fair, Spalding, and Russell Athletic. In particular, he had marketing and merchandising responsibility for Fruit of the Loom and Vanity Fair, and led strategy for the corporation.

“I have long admired what Mindy Grossman and her team have accomplished at HSNi at a time when traditional retailing has undergone an extraordinary transformation,” said Jeffrey Kuster, President of Cornerstone. “I look forward to helping accelerate the company’s proven strategy of leveraging the power of direct-to-consumer reach, while developing unique content and immersive customer experiences that grow and optimize digital sales platforms to better engage Cornerstone’s community of customers.”

Prior to this role, Mr. Kuster held a number of positions of increasing responsibility in Europe, where he was based for eight years. Mr. Kuster served as the company’s CEO for EMEA and India, which followed four years as President of Vanity Fair Brands Europe. Fluent in French and Spanish, Mr. Kuster brings global experience and perspective to his new role. He joined VF Corporation in 2001 after four years at McKinsey & Company. From 1988 to 1995, he served at the World Bank, Doctors without Borders, the Bureau of Labor Statistic and The Peace Corps.

Mr. Kuster holds a B.A. in Economics and International Relations from Beloit College, and an MBA and MPP from the University of Chicago’s Graduate School of Business and the Harris School of Public Policy Studies, respectively. He, his wife and two sons will relocate from Nashville, TN to St. Petersburg, FL where HSN, Inc. is headquartered.

About HSN, Inc.:

HSN, Inc. (NASDAQ: HSNI) is a \$3.4 billion interactive multichannel retailer with strong direct-to-consumer expertise among its two operating segments, HSN and Cornerstone. HSNi offers innovative, differentiated retail experiences on TV, online, via mobile devices, in catalogs, and in brick and mortar stores. HSN, a leading interactive multichannel retailer which offers a curated assortment of exclusive products combined with top brand names, now reaches 96 million homes (24 hours a day, seven days a week, live 364 days a year). HSN.com offers a differentiated digital experience by leveraging content, community and commerce. In addition to its existing media platforms, HSN is the industry leader in transactional innovation, including services such as HSN Shop by Remote®, the only service of its kind in the U.S., the HSN Shopping App for mobile handheld devices and HSN on Demand®. Cornerstone comprises leading home and apparel lifestyle brands including Ballard Designs®, Chasing Fireflies®, Frontgate®, Garnet Hill®, Grandin Road®, Improvements® and TravelSmith®. Cornerstone distributes approximately 320 million catalogs annually, operates eight separate digital sales sites and operates 11 retail and outlet stores.

Contact:

Gigi Ganatra Duff (Media)
727-872-4808
gigi.ganatrduff@hsn.net