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* Instruction 1(b).

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

(Print or Type Re	esponses)																		
1. Name and Address of Reporting Person *- Brand William C				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director One of the control of the con					
C/O HSN, IN		(First) I DRIVE		3. Date of Earliest Transaction (N 02/10/2014					ı (Mor	(Month/Day/Year)				X_ Officer (give title below) Other (specify below) Chief Marketing Officer					
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year))	_X_ F	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) (State) (Zip)				Table I - Non-Derivative Securities Acqui								curities	Acquired,	ired, Disposed of, or Beneficially Owned					
(Instr. 3) Da		2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year		e, if Co (In	(Instr. 8)		(A)	Securities Acquire (a) or Disposed of (b) or Disposed of (b) or Disposed of (b) or Disposed (A) or Disposed (D) or Disposed (D		(D) Owne Trans	Transaction(s) (Instr. 3 and 4) Form: Direct (I or Indire (I)			wnership orm: irect (D) Indirect	. Nature f Indirect geneficial ownership (nstr. 4)			
Reminder: Repo	rt on a separa	ate line for each cla		- De	rivative	Sec		Acqui	Per in t a c	rsons withis for urrentl	m are r y valid d of, or	ot req OMB o	uired to re control nu	spond ui mber.		n contained orm displays		174 (9-02)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	10.00		4. Transaction Code		tion	5. Number		6. D Exp (Mc	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)		
					Code	V	(A)	(D)		e rcisable	Expira Date	tion	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
Stock Appreciation Rights	\$ 65.24	02/10/2015			A		28,572	2		<u>(1)</u>	02/10)/2025	Common Stock,pa value \$0.01 pe share	r 28,572	\$ 0	28,572	D		
Restricted Stock Units	(2)	02/10/2015			A		2,989			(3)	<u>)</u>	(3)	Stock, par value \$0.01 pe share	2,989	\$ 0	2,989	D		
Reportin	g Own	iers											snare						

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Brand William C C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			Chief Marketing Officer						

Signatures

/s/ Harold Herman, as attorney-in-fact	02/12/2015
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 Stock Appreciation Rights vest annually, in equal installments, over a three-year period beginning on February 10, 2016.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of HSN, Inc. common stock.
- (3) All of such Restricted Stock Units vest on Febuary 10, 2018. Shares will be delivered on a one-for-one basis shortly after vesting.

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.