

INITIAL STATEMENT OF 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 Responses)

1. Name and Address of Reporting Person* MARTINEZ MARIA D.		2. Date of Event Requiring Statement (Month/Day/Year) 02/11/2015		3. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]	
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Human Resources Officer		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) SAINT PETERSBURG, FL 33729				6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock, par value \$0.01 per share		538.691		D	
4. Nature of Indirect Beneficial Ownership (Instr. 5)					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	(1)	(1)	Common Stock, par value \$0.01 per share	750.86	\$ 0	D	
Restricted Stock Units	(2)	(2)	Common Stock, par value \$0.01 per share	2,536.787	\$ 0	D	
Restricted Stock Units	(3)	(3)	Common Stock, par value \$0.01 per share	969.743	\$ 0	D	
Restricted Stock Units	(4)	(4)	Common Stock, par value \$0.01 per share	1,128.376	\$ 0	D	
Restricted Stock Units	(5)	(5)	Common Stock, par value \$0.01 per share	1,196	\$ 0	D	
Stock Appreciation Rights	02/12/2014(6)	02/12/2023	Common Stock, par value \$0.01 per share	2,463	\$ 59.3	D	
Stock Appreciation Rights	02/12/2015(7)	02/12/2024	Common Stock, par value \$0.01 per share	4,010	\$ 54.86	D	

Stock Appreciation Rights	02/10/2016 ⁽⁸⁾	02/10/2025	Common Stock, par value \$0.01 per share	11,429	\$ 65.24	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINEZ MARIA D. C/O HSN, INC. 1 HSN DRIVE SAINT PETERSBURG, FL 33729			Chief Human Resources 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 5(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) All of such Restricted Stock Units ("RSUs") vest on July 6, 2015. Shares will be delivered on a one-for-one basis shortly after vesting.
- (2) All of such RSUs vest on February 21, 2015. Shares will be delivered on a one-for-one basis shortly after vesting
- (3) All of such RSUs vest on February 12, 2016. Shares will be delivered on a one-for-one basis shortly after vesting
- (4) All of such RSUs vest on February 12, 2017. Shares will be delivered on a one-for-one basis shortly after vesting
- (5) All of such RSUs vest on Febuary 10, 2018. Shares will be delivered on a one-for-one basis shortly after vesting.
- (6) Of the 2,463 Stock Appreciation Rights ("SARs"), 1,641 are currently exercisable and the balance will vest on February 12, 2016.
- (7) Of the 4,010 SARs, 1,336 are currently exercisable and the balance will vest equally over a two year period beginning on February 12, 2016.
- (8) The SARs vest annually, in equal installments, over a three-year period beginning on February 10, 2016.

Remarks:
Exhibit List
Exhibit 24 - Power of Attorney

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.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Greg Henschel, Judy A. Schmeling, Mike Attinella and Harold Herman, signing singly, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of HSN, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"), as well as the Form ID to obtain and/or renew EDGAR codes for use in connection with the filing of Forms 3, 4 and 5 and any other related documentation;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form ID or other related documentation, complete and execute any amendment or amendments thereto, and file such forms or documentation with the United States Securities and Exchange Commission and any stock exchange or similar authority;

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion; and

(4) in connection with the preparation and filing of Forms 3, 4 and 5, seek or obtain, as the undersigned's attorney-in-fact and on the undersigned's behalf, information regarding transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and approves and ratifies any such release of information.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in connection with the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. This Power of Attorney revokes all previous Powers of Attorney relating to these matters previously executed by the undersigned. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act. Additionally, although pursuant to this Power of Attorney the Company will use commercially reasonable best efforts to timely and accurately file Section 16 reports on behalf of the undersigned, the Company does not represent or warrant that it will be able to in all cases timely and accurately file Section 16 reports on behalf of the undersigned due to various factors, including, but not limited to, the shorter deadlines mandated by the Sarbanes-Oxley Act of 2002, possible time zone differences between the Company and the undersigned and the Company's need to rely on other parties for information, including the undersigned and brokers of the undersigned.

IN WITNESS WHEREOF, the undersigned had caused this Power of Attorney to be executed as of this February 10, 2015.

/s/ Maria Martinez
Maria Martinez