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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3235-0287 OMB Number: Estimated average burden 0.5 hours per response...

## 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

Name and Address of Reporting Person * Costello William				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 02/19/2015						-	Officer (give t	itle below)	Other	(specify below	7)	
(Street) ST. PETERSBURG, FL 33729				4. If Amendment, Date Original Filed(Month/Day/Year)							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 Acqu						Acquir	ired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year					(Instr. 8)		4. Securities Ac (A) or Disposed (Instr. 3, 4 and 5		sed of	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		l C	Ownership form:	7. Nature of Indirect Beneficial Ownership	
				(Month/Day/Year)		Coc	ie	V Ar	nount	(A) or (D)	Price	(Instr. 3 and 4)		0	Direct (D) or Indirect (I) (Instr. 4)	
Common share	Common Stock, par value \$0.01 per hare 02/19/2015		02/19/2015			A		2,0	000.12 A	A	\$ 0	51,093.761 <sup>(1)</sup>		I	)	
Reminder: 1	Report on a s	separate line for each	class of securities b	eneficial	ly owned di	rectly or	P	ersons				collection of				1474 (9-02)
Reminder: 1	Report on a s	separate line for each		- Deriva	ative Secur	ties Acc	P ir a quired	Persons n this fo current	rm are i ly valid ed of, or	ot red OMB Benefi	quired t control cially O	o respond ur number.				1474 (9-02)
	·		Table II	- Deriva (e.g., p	ative Secur	ties Acq	p in a quired s, opti	Persons n this fo current l, Dispose ons, conv	rm are i ly valid ed of, or vertible s	OMB  Benefi	quired t control cially O ies)	o respond ur number. wned	nless the f	orm display	s	, ,
1. Title of	2. Conversion	3. Transaction Date	Table II	- Deriva (e.g., p 4. Transact Code	ative Securiuts, calls, v 5. Nurition Deriva Securi Acquir	ties Accordance	quired s, opti	Persons n this fo current	rm are in the second of the se	Benefi Securiti 7. Ur	quired to control cially O ies)  Title and	o respond un number. wned  I Amount of g Securities	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownersh Form of Derivativ Security Direct (I or Indire	11. Nation of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II  3A. Deemed Execution Date, if any	- Deriva (e.g., p 4. Transact Code	sative Securiuts, calls, v 5. Nurition Deriva Securi Acquii Dispos	ties Accordance of tive ties and (A) or ed of (D) 3, 4, and	quired 6. an (Nor O)	Persons n this for current l, Dispose ons, conv Date Exe d Expirat	rm are it it valid	Benefi Securiti 7. Ur (Ir	quired to control cially O ies)  Title and derlying	o respond un number. wned  I Amount of g Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	10. Ownersh Form of Derivativ Security Direct (I or Indire	11. Nation of Indirection Benefic Owners (Instr. 4

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

## **Signatures**

/s/ Harold Herman, as attorney-in-fact	02/23/2015
**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).
- Includes 2,000.120 deferred share units issued to the reporting person in connection with the reinvestment of cash dividends declared by the company effective February 19, 2015.
- (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.