

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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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 Responses)

1. Name and Address of Reporting Person* Attinella Michael			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Accounting Officer		
(Last) C/O HSN, INC., 1 HSN DRIVE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2015					
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)			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 Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$ 0	02/19/2015		A		967.939		(1)	(1)	Common Stock, par value \$0.01 per share	967.939	\$ 0	9,025.799	D	
Stock Appreciation Rights	\$ 51.58 (2)	02/19/2015		A		4,163 (2)		02/12/2014 (2)	02/12/2023	Common Stock, par value \$0.01 per share	4,163	\$ 0	4,163	D	
Stock Appreciation Rights	\$ 47.9 (3)	02/19/2015		A		4,212 (3)		05/07/2014 (3)	05/07/2023	Common Stock, par value \$0.01 per share	4,212	\$ 0	4,212	D	
Stock Appreciation Rights	\$ 47.72 (4)	02/19/2015		A		11,975 (4)		02/12/2015 (4)	02/12/2024	Common Stock, par value \$0.01 per share	11,975	\$ 0	11,975	D	

Reporting Owners

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

Signatures

/s/ Harold Herman, as attorney-in-fact	02/23/2015
	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 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.

On February 19, 2015, the Company paid a special cash dividend of \$10.00 per share. This Stock Appreciation Right ("SAR") was previously reported as a SAR covering 3,621 shares at an exercise price of \$59.30 per share and has been adjusted with a lower exercise price and an increased number of SARs, in connection with the a special cash dividend of \$10.00 per share paid on February 19, 2015. The number of outstanding SARs was increased by a factor of 1.1497, and the exercise price was reduced by dividing the price by that same factor. The adjustment was required under the governing plan documents. The SAR continues to vest in three annual installments.

On February 19, 2015, the Company paid a special cash dividend of \$10.00 per share. This Stock Appreciation Right ("SAR") was previously reported as a SAR covering 3,664 shares at an exercise price of \$55.06 per share and has been adjusted with a lower exercise price and an increased number of SARs, in connection with the a special cash dividend of \$10.00 per share paid on February 19, 2015. The number of outstanding SARs was increased by a factor of 1.1497, and the exercise price was reduced by dividing the price by that same factor. The adjustment was required under the governing plan documents. The SAR continues to vest in three annual installments.

On February 19, 2015, the Company paid a special cash dividend of \$10.00 per share. This Stock Appreciation Right ("SAR") was previously reported as a SAR covering 10,416 shares at an exercise price of \$54.86 per share and has been adjusted with a lower exercise price and an increased number of SARs, in connection with the a special cash dividend of \$10.00 per share paid on February 19, 2015. The number of outstanding SARs was increased by a factor of 1.1497, and the exercise price was reduced by dividing the price by that same factor. The adjustment was required under the governing plan documents. The SAR continues to vest in three annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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