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

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment 1(b).

Company Act of 1940

| Print or Type Re | sponses) | | | | | | | | | | | | | | | |
|--|-----------------|-------------------------|---|---|-------|--------------|--------|---|---|--|--|---|--------------|--|--|---|
| Name and Address of Reporting Person + HENCHEL GREGORY J | | | | 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 | | | | |
| (Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/19/2015 | | | | | | | | X Officer (give title below) Other (specify below) Chief Legal Officer, Secretary | | | | |
| (Street) ST. PETERSBURG, FL 33729 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | _X_ Form | 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 | e I - Non-D |) Perivati | ve Securities A | cauired. Dis | sposed of, o | r Beneficial | ly Owned | | |
| 1.Title of Securit | tv | | 2. Transaction | 2A. D | eem | ed | | nsaction | | urities Acquired | | <u> </u> | | | 6. | 7. Nature |
| (Instr. 3) | | | Date (Month/Day/Year | Execution Date, if any (Month/Day/Year | | Date, if | | | (A) or Disposed of (D) | | Owned Following Reported Transaction(s) (Instr. 3 and 4) | | | | of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | Coc | le V | Amou | | rice | | | | (Instr. 4) | |
| Reminder: Repoi | rt on a separa | ate line for each class | | - Deriva | ative | Securiti | es Acq | Perso this fo currer uired, Disp | orm are ntly val | o respond to e not required lid OMB cont f, or Beneficial | d to responer rol number | d unless t | | | SEC | 1474 (9-02) |
| 1. Title of | 2. | 3 Transaction | 3A Daamad | (e.g., p | uts, | | | | | ible securities) | 7 Title and | Amount of | & Price of | 0 Number | of 10. | 11. Natur |
| Derivative Security (Instr. 3) | Conversion | e (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code | | | | Expiration (Month/D | i. Date Exercisable and Expiration Date Month/Day/Year) | | | | | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | Owners Form of Derivat Security Direct (or Indir | hip of Indirect Beneficial Ownersh (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date Exercisab | le | Expiration Date | Title | Amount or Number of Shares | (Instr. 4) | (Instr. 4 |) | |
| Restricted Stock Units | \$ 0 | 02/19/2015 | | A | | 735.77 | '9 | (1 |) | (1) | Common Stock,par value \$0.01 per share | 735.779 | \$ 0 | 7,277.02 | . D | |
| Stock Appreciation Rights | \$ 25.86 (2) | 02/19/2015 | | A | | 8,150 (2) |) | 02/09/2 | 2012 | 02/09/2021 | Common Stock,par value \$0.01 per share | 8,150 | \$ 0 | 8,150 | D | |
| Stock Appreciation Rights | \$ 31 (3) | 02/19/2015 | | A | | 13,322 | 2 | 02/21/20 | 013(3) | 02/21/2022 | Common Stock,par value \$0.01 per share | 13,322 | \$ 0 | 13,322 | D | |
| Stock Appreciation Rights | \$ 51.58 (4) | 02/19/2015 | | A | | 7,624 (4) | 1 | 02/12/20 | 014 ⁽⁴⁾ | 02/12/2023 | Common Stock,par value \$0.01 per share | 7,624 | \$ 0 | 7,624 | D | |
| Stock Appreciation Rights | \$ 47.72 (5) | 02/19/2015 | | A | | 12,27 | 7 | 02/12/20 | 015 ⁽⁵⁾ | 02/12/2024 | Common Stock,par value \$0.01 per share | 12 277 | \$ 0 | 12,277 | D | |
| | | | | l | | | | | | | | | | | | |

Reporting Owners

| | Relationships | | | | | |
|--------------------------------|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| | | | | | | |

| HENCHEL GREGORY J C/O HSN, INC. | | | |
|---|--|--------------------------------|--|
| 1 HSN DRIVE ST. PETERSBURG, FL 33729 | | Chief Legal Officer, Secretary | |

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).
- (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 Apprection Right ("SAR") was previously reported as a SAR covering 7,089 shares at an exercise price of \$29.72 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
- On February 19, 2015, the Company paid a special cash dividend of \$10.00 per share. This Stock Apprection Right ("SAR") was previously reported as a SAR covering 11,588 shares at an exercise price of \$35.63 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 Apprection Right ("SAR") was previously reported as a SAR covering 6,632 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 Apprection Right ("SAR") was previously reported as a SAR covering 10,679 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.

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.