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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average b	ourden hours					
ner recnonce	0.5					

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 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	esponses)																
1. Name and Address of Reporting Person * MARTINEZ MARIA D.				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						Dir	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 o 02/19/2		iest Trans	saction	n (Mo	onth/Day/Yea	r)	_X_0	ficer (give title C		Other (sp	ecify below) icer		
		(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					Year)	6. Individual or Joint/Group Filing/Check Applicable Line)									
SAINT PETERSBURG, FL 33729											_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)		(State)	(Zip)				Table	e I - I	Non-Derivati	ve Securities A	cquired, Di	uired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea			Date, if	(Instr. 8)		(A) or 1	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Owned Following Reported Transaction(s) Ownership (Instr. 3 and 4) Ownership Form: Benefit Direct (D) Ownership Ownership Form: Direct (D)			Beneficial Ownership			
							Cod	le	V Amour	nt (A) or (D) Pr	rice	or Indir (I) (Instr. 4			Instr. 4)		
Reminder: Reno	rt on a cenars	ate line for each class	s of securities hene	ficially or	wned	directly o	r indi	rectly	ı								
Remnuer, Repo	it on a separe	are the for each class	s of securities belie	ileiany 6	wiicu	directly o	i iiidi	F	Persons who	respond to e not required lid OMB cont	d to respon	d unless t			SEC 14	474 (9-02)	
			Table I							f, or Beneficia ible securities)							
1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year)		3A. Deemed Execution Date, if any (Month/Day/Year	f Transaction Deriva Code Securit (Instr. 8) Acquir or Disp (D)		(Instr. 3,	titive tities red (A) posed of 3, 4,		Oate Exercisab piration Date onth/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Form of	(Instr. 4)	
				Code	V	(A)	(D)		e ercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
Restricted Stock Units	\$ 0	02/19/2015		A		791.559	9		(1)	(1)	Common Stock, par value \$0.01 per share		\$ 0	7,373.325	D		
Stock Appreciation Rights	\$ 51.58 (2)	02/19/2015		A		2,831 (2)		02/	/12/2014 ⁽²⁾	02/12/2023	Common Stock, par value \$0.01 per share	2,831	\$ 0	2,831	D		
Stock Appreciation Rights	\$ 47.72 (3)	02/19/2015		A		4,610		02/	/12/2015 ⁽³⁾	02/12/2024	Common Stock, par value \$0.01 per share		\$ 0	4,610	D		

Keporting Owners

	Relationships						
Reporting Owner Name / Address	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	02/23/2015
**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 2,463 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 4,010 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.