# FORM 4

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

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

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

Name and Address of Reporting Person –  MARTINEZ MARIA D.			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/21/2015							X Officer (give title below) Other (specify below)  Chief Human Resources Officer					
	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group FilingCheck Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
SAINT PETERSBURG, FL 33729										roun med by white than one reporting reason					
(City)		(State)	(Zip)		T	able I - N	lon-Dei	rivative	e Securiti	es Acquire	l, Dispose	d of, or Ben	eficially Owi	ed	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y		3. Transa Code (Instr. 8)		(A) or I	A) or Disposed of (D) Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		owing	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				(Month/Day/ 1	carj	Code	v	Amoun	(A) or (D)	Price	or India (I)		r Indirect	(Instr. 4)	
Common S per share	Stock, par	value \$0.01	02/21/2015			M		2,909	A	<u>(1)</u> 3,	447.691			)	
Common Stock, par value \$0.01 per share		value \$0.01	02/21/2015			F <sup>(2)</sup>		830	D	\$ 68.11 2,	617.691		]	)	
Reminder: Re	eport on a sep	parate line for eac	n class of securities	beneficially ow	vned	directly o	Perso conta	ons wh	n this fo	rm are not	required		d unless th		1474 (9-02)
Reminder: Ro	eport on a sep	parate line for eac		beneficially ow			Perso conta form	ons wh ined ir display	n this fo	rm are not rently vali	required d OMB co		d unless th		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	Table II -  3A. Deemed Execution Date,	Derivative Sec (e.g., puts, calls) 4. if Transaction Code	5. No of Den Sec Acc (A) Dis of (	es Acquir rrants, o Number rivative curities quired or posed D) str. 3, 4,	Perso conta form	ons whained in display	n this for ys a cur of, or Ber tible secu sable a Date	rm are not rently valid neficially O	required d OMB co wned	to respon	d unless th ber. 9. Number o	7 10. Owners Form of Derivati Security Direct (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, any	Derivative Sec (e.g., puts, calls) 4. if Transaction Code	sec Acc (A) Dis of (Ins and	es Acquirrants, o Number rivative rivative rivative quired or posed D)	Perso conta form of red, Dis ptions, of 6. Date and Exp	posed converting Exercise piration (/Day/Y	n this for ys a current of, or Ber tible secus sable (Part of a current of a curren	rm are not rently valid reficially Orities)  7. Title and of Underly Securities	required d OMB co wned	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(	Owners Form of Derivati Security Direct ( or Indirect)	11. Nation of Indir Benefic Owners: (Instr. 4

### **Reporting 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	02/24/2015
**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) Restricted Stock Units ("RSUs") convert into stock on a one-for-one basis.
- (2) Represents shares of the company's common stock withheld to cover the payment of taxes in connection with the vesting of RSUs.
- (3) All of such RSUs vested on February 21, 2015.

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.