FORM 4

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

OMB APPROV	/AL
OMB Number:	3235-0287
Estimated average bu	rden
hours per response	0.5

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

, 1 HSN DRIVE	(Middle)		2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
		3. Date of Earliest Transaction (Month/Day/Year) 03/25/2015				X	X Officer (give title below) Other (specify below) Chief Legal Officer, Secretary							
(Street) JRG, FL 33729	4	4. If Amendment, Date Original Filed(Month/Day/Year)				_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person							
(State)	(Zip)	Table I - Non-Derivative Securities Acqui					es Acquired,	ired, Disposed of, or Beneficially Owned						
	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Transaction 4. Securities Acquired Execution Date, if Code (A) or Disposed of (D)			of (D) Owr Tran (Inst	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership				
1. Title of Derivative Conversion Security (Instr. 3) 2. 3. Transaction Date Execution Date Instr. 3 3. Transaction Date (Month/Day/Year) (Month/Day/Year)			(e.g., puts, calls 4. Transaction Code ear) (Instr. 8)		curities Acquirels, warrants, op 5. Number of Derivative Securities Acquired (A)		form displays a currently v red, Disposed of, or Beneficially ptions, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title of Und Security v		eficially Owrities) 7. Title and of Underlyi Securities	y Owned e and Amount derlying derivative ties 8. Price of Derivative Security		9. Number of Derivative Securities Beneficially	of 10. Ownersh Form of Derivativ	
Derivative Security				of (D) (Instr. 3, 4, and 5)								Following Reported Transaction(s	Direct (I or Indire (I)	o) ct
		Code	V	(A)	(D)	Date Exerci		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
03/25/20	015	A		24.651		Ĺ	<u>1)</u>	(1)			\$ 0	4,780.15	7 D	
e e e e e e e e e e e e e e e e e e e	n a separate line for 3. Transactic Date ercise of ative ity	Table II - I (State) (State) 2. Transaction Date (Month/Day/Year) Table II - I (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, i any (Month/Day/Year)	Table II - Derivative (e.g., puts, of ative ity) (State) (Zip) 2. Transaction Date (Month/Day/Year) Table II - Derivative (e.g., puts, any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8)	Table II - Derivative Securities beneficially own a separate line for each class of securities beneficially own as separate line for each class of securities beneficially own as separate line for each class of securities beneficially own as separate line for each class of securities beneficially own as separate line for each class of securities beneficially own and services (e.g., puts, call execution Date, if any (Month/Day/Year) (Instr. 8) Code V	Table II - Derivative Securities A secution Date (Instr. 8) 3. Transaction Date (Instr. 8) Table II - Derivative Securities A secution Date, if any (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. S. Numb of Derivative Securities A cquired or Dispo of (D) (Instr. 3) and 5) Code V (A)	(State) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Instr. 3, 4, and 5)	(State) (Zip) Table I - Non-December (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired, Distriction any (Month/Day/Year) 3. Transaction Person (e.g., puts, calls, warrants, options, and Execution Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4A. Transaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 5A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Month/Day/Year) 2A. Deate Exercise (Month/Day/Year) 4A. Deate Exercise (Mont	(State) (Zip) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) Persons we contained form display Persons we contained Execution Date (E.g., puts, calls, warrants, options, conversion Date (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, conversion of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, conversion of Date (Execution Date, if Transaction One (E.g., puts, calls, warrants, options, conversion of Date (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Date Exercisable Code V (A) (D)	Code Code	Code V Amount Code (A) or Disposed of (D) (Instr. 3, 4 and 5)	Code V Amount Code Cap Cap Code Cap Cap	Code V Amount Code V Amount Code Contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of informal contained in this form are not required to respond to the collection of form displays a currently valid OMB control numbers are not required to respond to the collection of informal contained in this form are not required to respond form displays a currently valid OMB control numbers are not required to respond to the collection of informal contained in this form are not required to respond form displays a currently valid OMB control numbers are not required to respond to the collection of informal contained in this form are not required to respond form displays a currently valid OMB control numbers and Expiration Date (Ronth/Day/Year) and Execution Date (Ronth/Day/Year) and Execution Date (Ronth/Day/Year) and Expiration Date (Ronth/Day/Year) and	(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3 and 4) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (Cap Cap

	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	03/27/2015
**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).

Each RSU is the economic equivalent of one share of common stock. The rights accrued when and as the cash dividends were reinvested in securities. They vest or expire on the same (1) 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.