

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 *<br>MARTINEZ ARTHUR C |  | 2. Issuer Name and Ticker or Trading Symbol<br>HSN, Inc. [HSNI] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><div><div><div><div><div></div></div><div>Director</div></div><div><div><div></div></div><div>10% Owner</div></div></div><div><div><div></div></div><div>Officer (give title below)</div></div><div><div><div></div></div><div>Other (specify below)</div></div></div></div> |  |
| (Last) (First) (Middle)<br>C/O HSN INC., 1 HSN DRIVE           |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/19/2015  |  |   |  |
| (Street)<br>ST. PETERSBURG, FL 33729                           |  | 4. If Amendment, Date Original Filed(Month/Day/Year)            |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><div><div><div></div></div>Form filed by One Reporting Person</div> <div><div><div></div></div>Form filed by More than One Reporting Person</div>   |  |

| (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.

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SEC 1474 (9-02)

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

|   |  |   |   |                                   |  |   |  |   |   |   |   |      |           |   |  |
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|------|-----------|---|--|
| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |      |           |   |  |
|   |  |   |   | Code                              | V  | (A)   | (D)  | Date Exercisable                              | Expiration Date   | Title   | Amount or Number of Shares                                |      |           |   |  |
| Deferred Stock Units                          | (1)  | 05/19/2015                              |   | A                                 |  | 3,626   |  | (2)   | (2)   | Common Stock, par value \$0.01 per share  | 3,626   | \$ 0 | 31,813.28 | D |  |

Reporting Owners

|  |               |           |         |       |
|--|---------------|-----------|---------|-------|
| Reporting Owner Name / Address   | Relationships |           |         |       |
|  | Director      | 10% Owner | Officer | Other |
| MARTINEZ ARTHUR C<br>C/O HSN INC.<br>1 HSN DRIVE<br>ST. PETERSBURG, FL 33729 | X             |           |         |       |

Signatures

/s/ Harold Herman, as attorney-in-fact

05/21/2015

\*\*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) Each deferred stock unit ("DSU") represents a contingent right to receive one share of common stock.

Represents a grant of DSUs in connection with the reporting person's continuous service as a non-employee director of the company. The terms of the grant provide for 100% vesting

(2) on the earlier of (i) the first anniversary of the grant date or (ii) the date of the company's next annual meeting of shareholders. The DSUs will be settled in shares of the company's common stock six months following the reporting person's retirement or other termination of service as a director.

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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