## FORM 4

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

OMB APPR	OVAL
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

)														
ne and Address of Reporting Person *  2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  _X_Director								
(First)		3. Date of Earliest Transaction (Month/Day/Year) 05/19/2015				_	Officer (g	ive title below)	Ot	ner (specify belo	w)			
(Street) , FL 33729		4. If Amendment, Date Original Filed(Month/Day/Year)					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)			Ta	able I	- N	on-Derivat	ive Securiti	es Acquired	, Dispose	d of, or Ben	eficially Ow	ned	
	Date	Executi any	on Da	ate, if	Code (Instr.	. 8)	(A) (Inst	or Disposed fr. 3, 4 and 5	of (D) Ow Tra (Ins	ned Follo nsaction(s	wing Report )	ed	Ownership of Form: I Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
parate line for eac	Table II -	Derivati	ve Se	ecuritie	es Acq	, Juir	Persons v contained form disp red, Dispose	d in this fo clays a cur	rm are not rently valid neficially Ov	required I OMB co	l to respon	nd unless th		474 (9-02)
	3A. Deemed Execution Date, any	med 4. 5. Number of Code Derivative		er e	6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title of Undo Securiti			le and Amount derlying Berivativ Security		e Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)		
	Coo	le '	V (A	(I			Expiration Date	Title	or					
							(2)	(2)	Common Stock, par value		\$ 0	1,596		
	(Street) (Street) (Street) (State)  eparate line for eac  3. Transaction Date (Month/Day/Yea	OMAS  (First) (Middle)  (Street)  (FL 33729 (State) (Zip)  2. Transaction Date (Month/Day/Year)  Table II -  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	OMAS  (First)  (Middle)  3. Date or 05/19/2  (Street)  4. If Ame of the American Street of	(Street) (Street) (Street) (Street) (Street) (State) (Zip)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)	PMAS (First) (Middle) 3. Date of Earliest Tr 05/19/2015  (Street) 4. If Amendment, Date (State) (Zip) Tate (Month/Day/Year)  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. S. N. Deemed Execution Date, if any (Month/Day/Year) 4A. Deemed Execution Date, if any (Month/Day/Year) 4A. Deemed Execution Date, if any (Month/Day/Year) 5A. Deemed Execution Date, if any (Month/Day/Year) 4A. Deemed Execution Date, if any (Month/Day/Year) 5A. Deemed Execution Date, if any (Month/Day/Year) 4A. Deemed Execution Date, if any (Month/Day/Year) 5A. Deemed Execution Date, if any (Month/Day/Year) 4A. Deemed Execution Date, if any (Month/Day/Year) 5A. Deemed Execution Date in the	(Street) (Street) (Street) (Street) (Street) (Street) (State) (Zip) (An Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) 3. Date of Earliest Transaction 05/19/2015  (Street) 4. If Amendment, Date Origin 2. Transaction Date (Month/Day/Year) 2. Transaction Date Execution Date, if any (Month/Day/Year) 3. Transaction Date (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, or Code (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 6. Number Of Date (Month/Day/Year) 6. Number Of Disposed Of (D) (Instr. 3, 4, and 5) 6. Number Of Disposed Of (D) (Instr. 3, 4, and 5)	Street   S	Street   Street   A. If Amendment, Date Original Filed(Month/Day/Year)	Street   S	Size   Size	Solution   Solution	Size   Check all applicate   Check all app	HSN, Inc. [HSNI]   Securities   Securities

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
MCINERNEY THOMAS						
1 HSN DRIVE	X					
ST. PETERSBURG, FL 33729						

### **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 restricted stock unit ("RSU") represents a contingent right to receive one share of common stock.
- Represents a grant of RSUs 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 RSUs will be settled in shares of the company's common stock shortly after vesting.

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.