| FORM | 4 |
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| Check this box if no |
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| longer subject to |
| Section 16. Form 4 or |
| Form 5 obligations |
| may continue. See |
| Instruction 1(b). |
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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SEC 1474 (9-02)

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 P GROSSMAN MINDY F | 2. Issuer Name a HSN, Inc. [HS | | or Ti | rading Syn | nbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | |
| (Last) (First) C/O HSN, INC., 1 HSN DRIV | (Middle) VE | 3. Date of Earliest Transaction (Month/Day/Year) 10/26/2015 | | | | | XOfficer (give title below) Other (specify below) CEO | | | |
| (Street) ST. PETERSBURG, FL 3372 | 4. If Amendment, | Date Origi | inal F | Filed(Month | Day/Yea | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction 2A. Deemed 3. Transaction 4. Securities Acquire Date Execution Date, if Code (A) or Disposed of (I (Month/Day/Year) any (Instr. 8) (Instr. 3, 4 and 5) | | | l of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) 6. 7. Na Ownership Form: Bene | | | | | |
| | | (Month/Day/Year) | Code | V | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock, par value \$0.01 per share | 10/26/2015 | | S ⁽¹⁾ | | 43,997 | D | \$ 61.14 <u>(2)</u> | 119,090.499 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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) | | | | | | | | | | | | | | | |
|--|-------------|------------------|--------------------|------------|----|--------|--------|--------------|-----------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | | 5. | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date, if | Transacti | on | Numl | ber | and Expirati | on Date | Amo | unt of | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | | of | | (Month/Day | /Year) | Unde | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | | Deriv | ative | | | Secur | rities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | Secur | rities | | | (Instr | . 3 and | | Owned | Security: | (Instr. 4) |
| | Security | | | | | Acqu | ired | | | 4) | | | Following | Direct (D) | |
| | | | | | | (A) 0 | r | | | | | | Reported | or Indirect | |
| | | | | | | Dispo | osed | | | | | | Transaction(s) | (I) | |
| | | | | | | of (D |) | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | (Instr | . 3, | | | | | | | | |
| | | | | | | 4, and | 15) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Date | Evaination | | or | | | | |
| | | | | | | | | Exercisable | Expiration Date | Title | Number | | | | |
| | | | | | | | | LACICISADIC | Date | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| | Relationships | | | | | | |
|--|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| GROSSMAN MINDY F C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729 | Х | | CEO | | | | |

Signatures

| /s/ Harold Herman, as attorney-in-fact | 10/27/2015 |
|--|------------|
| **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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- This transaction was executed in multiple trades ranging in price from \$61.00 to \$61.77 per share. The price above reflects the weighted average sales price. The reporting (2) person undertakes to provide information regarding the number of shares and prices at which the transaction was effected upon request of the SEC staff, the issuer or a security holder of the issuer.

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.