FORM 4

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

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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

1. Name and Address of Reporting Person* Rubel Matthew E				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X Director 10% Owner				
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 12/16/2015							-	Officer (gi	ve title below)	Oth	er (specify below	')
(Street) SAINT PETERSBURG, 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 PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui							es Acquire	ired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, in any (Month/Day/Year		te, if Co (In	(Instr. 8)		(A) (Inst	A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) (Price (D) (Price (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ed I	Ownership Form: E Direct (D)	. Nature f Indirect deneficial dwnership Instr. 4)	
								form ired, Dis	disp spose		rently vali neficially O	d OMB co	to respon introl num	d unless th ber.	e	. ,
	2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Year)	3A. Deemed Execution Date, if	if Transaction of Code Sour) (Instr. 8) A of (I		5. Numb of Derive Securitie Acquired or Dispo of (D)	Number f Derivative ecurities equired (A) r Disposed f (D) finstr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownershi Form of Derivative Security: Direct (D) or Indirec	11. Nature of Indirect Beneficial Ownershij (Instr. 4)
				Code	V	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Deferred Stock Units	(1)	12/16/2015		A		39.924		<u>(1</u>)	(1)	Common Stock, par value \$0.01 pe share	39.924	\$ 51.69	5,936.105	5 D	

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Rubel Matthew E C/O HSN, INC. 1 HSN DRIVE SAINT PETERSBURG, FL 33729	X					

Signatures

/s/ Harold Herman, as attorney-in-fact	12/18/2015
**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 Deferred Stock Unit ("DSU") is the economic equivalent of one share of common stock. The DSUs convert into one share of common stock six months after the reporting (1) person's 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.

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.