

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>SCHMELING JUDY |  |   | 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>Director</div><div>10% Owner</div></div><div><div>X</div><div>Officer (give title below)</div><div>CFO &amp; COO</div></div></div> |            |  |  |   |  |
| (Last) (First) (Middle)<br>C/O HSN, INC., 1 HSN DRIVE      |  |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/16/2015                   |                                   |   |   |            |  |  |   |  |
| (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>X</div><div>Form filed by One Reporting Person</div></div> <div><div></div><div>Form filed by More than One Reporting Person</div></div>                |            |  |  |   |  |
| (City) (State) (Zip)                                       |  |   | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |                                   |   |   |            |  |  |   |  |
| 1.Title of Security<br>(Instr. 3)                          |  | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) |  | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(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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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 |   |   |   |   |
| Restricted Stock Units                        | (1)  | 12/16/2015                              |   | A                                 |   | 69.06  |     | (1)   | (1)             | Common Stock, par value \$0.01 per share                         | 69.06                      | \$ 51.69                                      | 10,268.174  | D   |   |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| SCHMELING JUDY<br>C/O HSN, INC.<br>1 HSN DRIVE<br>ST.PETERSBURG, FL 33729 |               |           | CFO & COO |       |

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).

**(1)** Each Restricted Stock Unit ("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 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.