FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

1. Name and Address of Reporting Person * SCHMELING JUDY			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]					5. 1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)Director10% Owner					
C/O HSN,	(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/12/2016						X Officer (give title below) Other (specify below) CFO & COO				
(Street)			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					
ST.PETER (City)	RSBURG,	FL 33729 (State)	(Zip)											
		· · ·		1								eficially Own		
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	f Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		owing (6. Ownership Form:	7. Nature of Indirect Beneficial Ownership
				(Wohal/Day/Tea	Code	V	Amount	(A) or (D)	Price	isu. 3 and			(Instr. 4)	
Common Sper share	Stock, par	value \$0.01	02/12/2016		М	3	3,185	A	\$ 0 (1) 49	9,860.45	8	I)	
Common Sper share	Stock, par	value \$0.01	02/12/2016		F ⁽²⁾	8	399	D	\$ 42.61 48	3,961.45	8	I)	
Reminder: R	eport on a se	parate line for each	n class of securities	beneficially owner	ed directly o	Persoi contai	ns who ned in	this fo	rm are not	required	of inform to respon	d unless the		1474 (9-02)
Reminder: R	eport on a sep	parate line for each	n class of securities	beneficially owner	ed directly o	Persoi contai	ns who ned in	this fo	rm are not	required	l to respon	d unless the		1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yea	Table II - 3A. Deemed Execution Date,	Derivative Secur (e.g., puts, calls, v 4. 5 1 Transaction c Code I (Instr. 8) 5	ities Acquired A) or Disposed	Person contai form d	ns who ned in lisplays osed of onvertile Exercisa iration I	this for s a current of the security of the se	rm are not rently valid neficially O	required d OMB co wned Amount	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Owners Form of Derivati Security Direct (or Indire	11. Natural of Indirection Benefic Owners: (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - 3A. Deemed Execution Date, r)	Derivative Secur (e.g., puts, calls, variety) 4. 5 if Transaction of Code In Instr. 8) (Instr. 8) (Instr. 8)	ities Acquired A) or	Person contai form d red, Disp ptions, c 6. Date I and Exp	ns who ned in lisplays osed of onvertile Exercisa iration I	this for s a current of the security of the se	rm are not rently valid neficially Or rities) 7. Title and of Underly Securities	required d OMB co wned Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	10. Owners Form of Derivati Security Direct (or Indire	11. Natural of Indirection Benefic Owners: (Instr. 4
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Reporting Owners

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

Signatures

/s/ Harold Herman, as attorney-in-fact	02/17/2016
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) Restricted Stock Units ("RSUs") convert into stock on a one-for-one basis.
- (2) Represents shares of the company's common stock withheld to cover the payment of taxes in connection with the vesting of RSUs.
- (3) All of such RSUs vested on February 12, 2016.

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.