

(Print or Type Responses)

1. Name and Address of Reporting Person * HENCHEL GREGORY J			2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div>Director</div><div>X Officer (give title below)</div><div>10% Owner</div><div>Other (specify below)</div></div> <div>Chief Legal Officer, Secretary</div>			
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/16/2016						
(Street) ST. PETERSBURG, FL 33729			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X Form filed by One Reporting Person</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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$ 44.86	02/16/2016		A		31,191		(1)	02/16/2026	Common Stock, par value \$0.01 per share	31,191	\$ 0	31,191	D	
Restricted Stock Units	(2)	02/16/2016		A		2,542		(3)	(3)	Common Stock, par value \$0.01 per share	2,542	\$ 0	2,542	D	
Performance Share Units	(4)	02/16/2016		A		4,218		(4)	(4)	Common Stock, par value \$0.01 per share	(4)	\$ 0	4,218	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENCHEL GREGORY J C/O HSN, INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729			Chief Legal Officer, Secretary	

Signatures

/s/ Harold Herman, as attorney-in-fact

02/18/2016

## 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 Stock Appreciation Rights vest annually, in equal installments, over a three-year period beginning on February 16, 2017.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of HSN, Inc. common stock.

(3) All of such Restricted Stock Units vest on February 16, 2019. Shares will be delivered on a one-for-one basis.

The number of performance share units("PSUs") reported represents the "target" number of PSUs. Each PSU represents a contingent right to receive 0-200% of that number in shares of HSN, Inc. common stock. The PSUs vest upon continued employment and achievement of specified thresholds of total shareholder return (TSR) compared to certain peers measured on December 31, 2018, as set forth in the award agreement. The award vests after the performance results are certified by the Compensation and Human Resources Committee.

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.