

(Print or Type Responses)

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|--|---|---|--|--|--|---|--|--|
| 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) ____ Director X ____ Officer (give title below) Chief Legal Officer, Secretary ____ 10% Owner ____ Other (specify below) | | |
| (Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016 | | | | | |
| (Street) ST. 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 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 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 | | | |
| Restricted Stock Units | (1) | 06/15/2016 | | A | | 42.089 | | (1) | (1) | Common Stock, par value | 42.089 | \$ 49.19 | 5,957.447 | D |
| Performance Share Units | (2) | 06/15/2016 | | A | | 30.212 | | (2) | (2) | Common Stock, par value | 30.212 | \$ 49.19 | 4,276.353 | 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 | 06/17/2016 |
| 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) 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.

- Dividend equivalents on outstanding performance units awards. They vest or expire on the same terms as the PSU award to which they relate. The number of performance share units("PSUs") reported represents the "target" number of PSUs including dividend equivalents to date. Each PSU represents a contingent right to receive 0-200% of that number in shares of
- (2) 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.

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