

# FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>HENCHEL GREGORY J</b>			2. Issuer Name and Ticker or Trading Symbol <b>HSN, Inc. [HSNI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <b>Chief Legal Officer, Secretary</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/29/2017</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O HSN, INC., 1 HSN DRIVE			4. If Amendment, Date Original Filed (Month/Day/Year) <b>01/03/2018</b>					
(Street) <b>ST. PETERSBURG, FL 33729</b>								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock, par value \$0.01 per share	12/29/2017		D		21,790.102 (1)	D	(2)	0 (2)	D	

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				
Restricted Stock Units	(3)	12/29/2017		D		7,466.74 (3)	(4)	(4)	Common Stock, par value \$0.01 per share	7,466.74 (3)	(3)	0 (3)	D	
Share Appreciation Right	\$ 25.86 (5)	12/29/2017		D		8,150 (5)	02/09/2012(6)	02/09/2021(6)	Common Stock, par value \$0.01 per share	8,150 (5)	(5)	0 (5)	D	
Share Appreciation Right	\$ 31 (5)	12/29/2017		D		13,322 (5)	02/21/2013(6)	02/21/2022(6)	Common Stock, par value \$0.01 per share	13,322 (5)	(5)	0 (5)	D	
Share Appreciation Right	\$ 51.58 (5)	12/29/2017		D		7,624 (5)	02/12/2014(6)	02/12/2023(6)	Common Stock, par value \$0.01 per share	7,624 (5)	(5)	0 (5)	D	
Share Appreciation Right	\$ 47.72 (5)	12/29/2017		D		12,277 (5)	02/12/2015(6)	02/12/2024(6)	Common Stock, par value \$0.01 per share	12,277 (5)	(5)	0 (5)	D	
Share Appreciation Right	\$ 65.24 (5)	12/29/2017		D		14,670 (5)	02/10/2016(6)	02/10/2025(6)	Common Stock, par value \$0.01 per share	14,670 (5)	(5)	0 (5)	D	

Share Appreciation Right	\$ 44.86 (S)	12/29/2017		D		31,191 (S)	02/16/2017 <sup>(6)</sup>	02/16/2026 <sup>(6)</sup>	Common Stock, par value \$0.01 per share	31,191 (S)	(S)	0 (S)	D
Share Appreciation Right	\$ 38.8 (S)	12/29/2017		D		34,390 (S)	02/23/2018 <sup>(6)</sup>	02/23/2027 <sup>(6)</sup>	Common Stock, par value \$0.01 per share	34,390 (S)	(S)	0 (S)	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	01/05/2018
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Amount of Securities reflects an adjustment of 91.258 shares as a result of an error previously reported on Form 4 filed on February 14, 2017 with respect to shares acquired under the company's employee stock purchase plan.
- Per the terms of the Agreement and Plan of Merger, dated as of July 5, 2017, by and among HSN, Inc., a Delaware corporation ("HSNI"), Liberty Interactive Corporation, a Delaware corporation, and Liberty Horizon, Inc., a Delaware corporation and a direct, wholly-owned subsidiary of Liberty Interactive (the "Merger Agreement"), each share of HSNI common stock was converted to 1.65 shares of Liberty Interactive Series A QVC Group common stock ("Liberty QVCA common stock") rounded down to the nearest number of whole shares with any fractional shares being paid out in cash based on the market closing price of Liberty QVCA common stock on December 29, 2017.
- (2) Each Restricted Stock Unit ("RSU") is the economic equivalent of one share of HSNI common stock. Per the terms of the Merger Agreement, each RSU was converted into an RSU equivalent to 1.65 shares of Liberty QVCA common stock and rounded to the nearest whole share.
- (3) Per the terms of the award agreement, upon the occurrence of the later of (i) the effective time of the Merger Agreement and (ii) the individual's separation from service, each invested RSU becomes fully vested.
- Per the terms of the Merger Agreement, the Share Appreciation Right ("SAR") was converted into a SAR for shares of Liberty QVCA common stock by multiplying the number of shares in Table II, (4) Column 7 by 1.65 (rounded down to the nearest number of whole shares) at an exercise price per share equal to the exercise price in Table II, Column 2 divided by 1.65 and rounded up to the nearest whole cent.
- (5) Per the terms of the award agreement: (i) to the extent invested, during the one year period following a change in control the award will vest upon the participant's separation from service (other than for (6) cause), and (ii) after a separation from service during the one year period following a change in control, the SAR expires on the earlier of (a) the original expiration date of the SAR or (b) the later of (x) one year after the change in control or (y) the applicable time period set forth in Section 5(i) of the HSNI Second Amended and Restated 2008 Stock and Annual Incentive Plan.

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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