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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**HSN, Inc.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- \_\_\_\_\_
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount previously paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_
- \_\_\_\_\_





HSN, INC.

IMPORTANT ANNUAL MEETING INFORMATION

**Vote by Internet**

- Go to [www.envisionreports.com/HSNI](http://www.envisionreports.com/HSNI)
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

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**Shareholder Meeting Notice**

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**Important Notice Regarding the Availability of Proxy Materials for the  
HSN, Inc. Shareholder Meeting to be Held on Wednesday, May 24, 2017**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders' meeting are available on the internet. Follow the instructions below to view the materials and vote online or request a copy of the materials. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

[www.envisionreports.com/HSNI](http://www.envisionreports.com/HSNI)



**Easy Online Access — A Convenient Way to View Proxy Materials and Vote**

When you go online to view materials, you can also vote your shares.

**Step 1:** Go to [www.envisionreports.com/HSNI](http://www.envisionreports.com/HSNI) to view the materials.

**Step 2:** Click on **Cast Your Vote or Request Materials**.

**Step 3:** Follow the instructions on the screen to log in.

**Step 4:** Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



**Obtaining a Copy of the Proxy Materials – If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before May 10, 2017 to facilitate timely delivery.**



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## Shareholder Meeting Notice

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Dear HSN, Inc. Shareholder:

The 2017 Annual Meeting of HSN, Inc. (the "Company") will be held at the HSN, Inc. corporate headquarters, 1 HSN Drive, St. Petersburg, Florida 33729, on Wednesday, May 24, 2017, at 10:00 a.m. Eastern Daylight Saving Time.

Proposals to be considered at the Annual Meeting:

The Board of Directors recommends a vote "FOR" all nominees; "FOR" Proposals 2, 3 and 5; and "3 Years" for Proposal 4.

- (1) to elect ten Directors to serve until the next succeeding annual meeting of shareholders of the Company;
- (2) to ratify the appointment of Ernst & Young LLP as the Company's independent registered certified public accounting firm;
- (3) to approve, on an advisory basis, the compensation paid to our named executive officers;
- (4) to approve, on an advisory basis, the frequency of future advisory votes on the compensation paid to our named executive officers;
- (5) to approve the 2017 Omnibus Incentive Plan
- (6) to consider and act upon any other business that may properly come before the meeting or any adjournment(s) thereof.

**The Board of Directors recommends a vote "FOR" all nominees; "FOR" Proposals 2, 3 and 5; and "3 Years" for Proposal 4.**

The Board of Directors has fixed the close of business on March 27, 2017 as the record date (the "Record Date") for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.

Shareholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting.

**PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**



### Here's how to order a copy of the proxy materials and select a future delivery preference:

**Paper copies:** Current and future paper delivery requests can be submitted via the telephone, internet or email options below.

**Email copies:** Current and future email delivery requests must be submitted via the internet following the instructions below. If you request an email copy of materials you will receive an email with a link to the materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a set of proxy materials.

- **Internet** – Go to [www.envisionreports.com/HSNI](http://www.envisionreports.com/HSNI). Click Cast Your Vote or Request Materials. Follow the instructions to log in and order a copy of the current meeting materials and submit your preference for email or paper delivery of future meeting materials.
- **Telephone** – Call us free of charge at 1-866-641-4276 and follow the instructions to log in and order a paper copy of the materials by mail for the current meeting. You can also submit a preference to receive a paper copy for future meetings.
- **Email** – Send email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials HSN, Inc." in the subject line. Include in the message your full name and address, plus the number located in the shaded bar on the reverse, and state in the email that you want a paper copy of current meeting materials. You can also state your preference to receive a paper copy for future meetings.

To facilitate timely delivery, all requests for a paper copy of the proxy materials must be received by May 10, 2017.