FORM 4

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

OMB APPROVAL							
	OMB Number:	3235-0287					
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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

esponses)																
1. Name and Address of Reporting Person – HENCHEL GREGORY J				2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						Г	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O HSN, INC., 1 HSN DRIVE				3. Date of Earliest Transaction (Month/Day/Year) 02/23/2017						X0	X_Officer (give title below) Other (specify below) Chief Legal Officer, Secretary					
(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					
	(State)	(Zip)			Tal	ole I -	Non-De	rivat	ive Securities	Acquired, D	isposed o	f, or Benefi	cially Owned			
(Instr. 3)			r) any		te, if Co	if Code (Instr. 8)		(A) or Disposed of (I		(D) Owned Following Transaction(s)		•		ownership o orm:	7. Nature of Indirect Beneficial	
			(Month/Day/Year			Code	V	Amo	unt (A) or (D) F		(Instr. 3 and 4)		0	r Indirect (1	Ownership (Instr. 4)	
ort on a separa	ate line for each cla		- Derivati	ve Se	curities A	Acqui	Person in this a curre	forn ently osed	n are not requested are not requested of the or Benefic	uired to recontrol nun	spond ur nber.				174 (9-02)	
2. Conversion or Exercise Price of Derivative Security		Date Execution Day Month/Day/Year) any	4. 5. Transaction of Code (Instr. 8) A		5. Num of Deriv Securiti Acquire or Disp of (D)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
			Cod	e V	(A)	(D)	Date Exercise			Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)		
\$ 38.8	02/23/2017		A		34,390)	(1)	1	02/23/2027	stock, par value	34,390	\$ 0	34,390	D		
(3)	02/23/2017		A		2,939		(4)	1	<u>(4)</u>	stock,		\$ 0	7,185.469	D		
	dress of Reposition of Regord and Separate ty 2. Conversion or Exercise Price of Derivative Security \$ 38.8	dress of Reporting Person GREGORY J (First) IC., 1 HSN DRIVE (Street) BURG, FL 33729 (State) ty 2. Conversion or Exercise Price of Derivative Security \$ 38.8 02/23/2017	dress of Reporting Person* GREGORY J (First) (Middle) IC., 1 HSN DRIVE (Street) BURG, FL 33729 (State) (Zip) ty 2. Transaction Date (Month/Day/Year) Table II 2. Conversion or Exercise Price of Derivative Security \$ 38.8 02/23/2017	dress of Reporting Person* GREGORY J (First) (IC., 1 HSN DRIVE (Street) (State) (State) (Zip) ty 2. Transaction Date (Month/Day/Year) 2. Table II - Derivati (e.g., put (Execution Date, if any (Month/Day/Year) 2. Code (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Code (Instr. Code (Month/Day/Year) (Code (Sa. Put Code (Month/Day/Year) (Code (Month/Day/Year)	dress of Reporting Person BREGORY J HSN, Inc. [First] (Middle) 3. Date of Earling (O2/23/2017) (Street) 4. If Amendment (Month/Day/Year) (State) (Zip) 4. If Amendment (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, cal any (Month/Day/Year)) 3. Transaction Date (month/Day/Year) 4. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 8) 4. Transaction Code (Instr. 8) 4. Transaction Date (Month/Day/Year) 4. Transaction Date (Instr. 8) 4. Transaction Code (Instr. 8) 4. Transaction Date (Instr. 8) 4. Transaction Code (Instr. 8) 4	dress of Reporting Person ** GREGORY J	dress of Reporting Person GREGORY J C. Issuer Name and Ticker of HSN, Inc. [HSNI] IC., 1 HSN DRIVE 3. Date of Earliest Transaction 02/23/2017 IC., 1 HSN DRIVE 4. If Amendment, Date Original Date (Month/Day/Year) Ity 2. Transaction Date (dress of Reporting Person BREGORY J Code V Code Code	dress of Reporting Person BREGORY J (First) (Middle) (C., 1 HSN DRIVE) (Street) (State) (Zip) (State) (Zip) (Month/Day/Year) (State) (Zip) (Month/Day/Year) (State) (Zip) (Month/Day/Year) (State) (Zip) (Annual Person Bregorial Filed(Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Annual Person Bregorial Filed(Month/Day/Year) (Month/Day/Year) (Annual Filed(Month/Day/Year) (Annual Fi	Archers of Reporting Person BREGORY J 2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) BURG, FL 33729 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) A Date (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Amount (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) 2. Transaction Code (Month/Day/Year) A Date (Month/Day/Year) 3. Transaction Code (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Month/Day/Year) 4. Securities Acquired (A) or Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (Instr. 3) or Disposed of (D) (Instr. 4) or Disposed of (D) (Instr. 5) or Disposed of (D) (Instr. 5) or Disposed of (D) (Instr. 6) or Disposed of (D) (Ins	C., 1 HSN DRIVE C., 1 HSN DRIVE C. A A A A A A A A A A	Amount of Securities Date (Month/Day/Year) 2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI] 3. Date of Earliest Transaction (Month/Day/Year) (Street) BURG, FL 33729 (State) 2. Transaction Date (Street) BURG, FL 33729 (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) 3. Transaction (Instr. 3 and 4) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) 3. Transaction (Instr. 3 and 4) Table II - Derivative Securities Acquired Date (G.s., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (G.s., puts, calls, warrants, options, convertible securities) Code (Month/Day/Year) 3. Transaction (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (G.s., puts, calls, warrants, options, convertible securities) Code (Month/Day/Year) 3. Transaction (Month/Day/Year) A S. Number (Securities (Month/Day/Year) (Month/Day/Year) A A 34,390 (I) O2/23/2027 A Mount of Provincing (Month/Day/Year) A A 34,390 (I) O2/23/2027 A Mount of Provincing (Month/Day/Year) Amount of Provincing (Month/Day/Year) A 34,390 (I) O2/23/2027 Amount of Provincing (Month/Day/Year) A 34,390 (I) O2/23/2027 A 34,390 (I) O2/23/2027 A 34,390 (I) O2/23/2027 A 34,390 (I) O2/23/2027 A 34,390 (I) O2/23/2027	2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting REGORY J Source of Price of Pric	2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to INREGORY J HSN, Inc. [HSNI] S. (HSN) Inc. (HSN) Date of Farriest Transaction (Month/Day/Year) C., 1 HSN DRIVE Date of Farriest Transaction (Month/Day/Year) C. (Hissuer) Date of Farriest Transaction (Month/Day/Year) C. (Date of Farriest Transaction (Month/Day/Year) C. (Date of Farriest Transaction) Date of Farriest Transaction (Month/Day/Year) C. (Date of Farriest Transaction) Date (Month/Day/Year) Date (Month/Day/Ye	2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer SREGORY J Griss) (Check all applicable) Director Director Check all applicable) Director Check all applicable)	

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

Signatures

Harold Herman, as attorney-in-fact	02/27/2017
**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) The stock appreciation right will vest ratably over three years beginning on February 23, 2018 in three approximately equal installments, and has a ten-year term.
- (2) The stock appreciation right has an appreciation cap of 200%. As a result, the maximum number of shares deliverable for each stock appreciation right is two-thirds of a share of stock per stock appreciation right.
- (3) Each Restricted Stock Unit represents a right to receive one share of HSN, Inc. common stock.
- (4) All of such Restricted Stock Units vest on February 23, 2020. Shares of Common Stock will be delivered on a one-for-one basis.

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.