FORM 4

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

OMB APPR	OVAL
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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

Name and Address of Reporting Person* MARTINEZ ARTHUR C		2. Issuer Name and Ticker or Trading Symbol HSN, Inc. [HSNI]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)X_ Director 10% Owner							
(Last) (First) (Middle) C/O HSN INC., 1 HSN DRIVE			` ′	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2017					_	Officer (give title below) Other (specify below)					
(Street) ST. PETERSBURG, FL 33729			4	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)			(Zip)	Table I - Non-Derivative Securities Acqu					es Acquired	uired, Disposed of, or Beneficially Owned					
1.Title of So (Instr. 3)			Date (Month/Day/Year)	2A. Deemed Execution Date) any (Month/Day/Yo		(Instr. 8)		(A)	ecurities Ac or Disposed ttr. 3, 4 and 5	Own (Ins	5. Amount of Securities B Owned Following Reported Transaction(s) (Instr. 3 and 4)		ed OFO	Ownership form: Direct (D) r Indirect	Beneficial Ownership
								contained form disp	olays a cur	rently valid	OMB co	ntrol num	ber.	•	
	2. Conversion	3. Transaction	3A. Deemed	e.g., puts, 4.	calls,	warrar . Numbe	n ts, o er	form dispersed, Dispose potions, convented of the Execution of the Executi	olays a cur ed of, or Ber vertible secu rcisable	rently valid neficially Ov urities) 7. Title and	vned Amount	8. Price of	9. Number o	10.	11. Natur
	Conversion or Exercise Price of Derivative		3A. Deemed Execution Date, if	4. Transact	tion of S A	warrar Number of Deriva Securities Acquired or Dispos	er ntive s	form dispersed, Dispose potions, convented of the Execution of the Executi	ed of, or Ben vertible secu recisable ion Date	rently valid	omb covered Amount	8. Price of	9. Number o Derivative Securities Beneficially Owned	Ownersh Form of Derivativ Security:	of Indirect Beneficia Ownershi (Instr. 4)
Derivative Security	Conversion or Exercise Price of	Date	3A. Deemed Execution Date, if	4. Transact	5. tion of S A Of Of (I	. Number of Derivate Securities Acquired	er ntive s l (A) sed	red, Dispose ptions, conv	ed of, or Ben vertible secu recisable ion Date	neficially Ovarities) 7. Title and of Underlyi Securities	omb covered Amount	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially	Ownersh Form of Derivativ Security: Direct (D or Indirect	of Indirect Beneficia Ownershi (Instr. 4)
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, if	4. Transact	5. tion of S A Of Of (I	warrar Number Derivate Couries Acquired or Disposor (D) Instr. 3,	er ntive s l (A) sed	red, Dispose ptions, conv	ed of, or Bervertible securcisable ion Date y/Year)	rently valid meficially Overities) 7. Title and of Underlyi Securities (Instr. 3 and	omb covered Amount	8. Price of Derivative Security	9. Number o Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	of Indirect Beneficia Ownershi (Instr. 4)

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
MARTINEZ ARTHUR C C/O HSN INC. 1 HSN DRIVE ST. PETERSBURG, FL 33729	X				

Signatures

/s/ Harold Herman, as attorney-in-fact	03/24/2017
**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).

Each Deferred Stock Unit ("DSU") is the economic equivalent of one share of common stock. The DSUs convert into one share of common stock six months after the reporting (1) person's termination of service as a director.

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.