

# FORM 4

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

OMB APPROVAL  
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**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>SCHMELING JUDY</b> <small>(Last) (First) (Middle)</small> C/O HSN, INC., 1 HSN DRIVE <small>(Street)</small> ST.PETERSBURG, FL 33729 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>HSN, Inc. [HSNI]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. Cornerstone, COO HSNi
3. Date of Earliest Transaction (Month/Day/Year) 12/29/2017		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
4. If Amendment, Date Original Filed (Month/Day/Year) 01/03/2018		

**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			
Common Stock, par value \$0.01 per share	12/29/2017		D		51,661.458 <u>(1)</u>	D	<u>(2)</u>	0 <u>(2)</u>	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	<u>(3)</u>	12/29/2017		D		16,934.561 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock, par value \$0.01 per share	16,934.561 <u>(3)</u>	<u>(3)</u>	0 <u>(3)</u>	D	
Share Appreciation Right	\$ 17.39 <u>(5)</u>	12/29/2017		D		10,570 <u>(5)</u>	02/23/2011 <u>(6)</u>	02/23/2020 <u>(6)</u>	Common Stock, par value \$0.01 per share	10,570 <u>(5)</u>	<u>(5)</u>	0 <u>(5)</u>	D	
Share Appreciation Right	\$ 25.86 <u>(5)</u>	12/29/2017		D		20,594 <u>(5)</u>	02/09/2012 <u>(6)</u>	02/09/2021 <u>(6)</u>	Common Stock, par value \$0.01 per share	20,594 <u>(5)</u>	<u>(5)</u>	0 <u>(5)</u>	D	
Share Appreciation Right	\$ 31 <u>(5)</u>	12/29/2017		D		23,092 <u>(5)</u>	02/21/2013 <u>(6)</u>	02/21/2022 <u>(6)</u>	Common Stock, par value \$0.01 per share	23,092 <u>(5)</u>	<u>(5)</u>	0 <u>(2)</u>	D	
Share Appreciation Right	\$ 51.58 <u>(5)</u>	12/29/2017		D		15,858 <u>(5)</u>	02/12/2014 <u>(6)</u>	02/12/2023 <u>(6)</u>	Common Stock, par value \$0.01 per share	15,858 <u>(5)</u>	<u>(5)</u>	0 <u>(2)</u>	D	
Share Appreciation Right	\$ 47.72 <u>(5)</u>	12/29/2017		D		25,464 <u>(5)</u>	02/12/2015 <u>(6)</u>	02/12/2024 <u>(6)</u>	Common Stock, par value \$0.01 per share	25,464 <u>(5)</u>	<u>(5)</u>	0 <u>(5)</u>	D	
Share Appreciation Right	\$ 65.24 <u>(5)</u>	12/29/2017		D		32,000 <u>(5)</u>	02/10/2016 <u>(6)</u>	02/10/2025 <u>(6)</u>	Common Stock, par value \$0.01 per share	32,000 <u>(5)</u>	<u>(5)</u>	0 <u>(5)</u>	D	

Share Appreciation Right	\$ 44.86 (5)	12/29/2017		D			59,754 (5)	02/16/2017(6)	02/16/2026(6)	Common Stock, par value \$0.01 per share	59,754 (5)	(5)	0 (5)	D
Share Appreciation Right	\$ 38.8 (5)	12/29/2017		D			90,498 (5)	02/23/2018(6)	02/23/2027(6)	Common Stock, par value \$0.01 per share	90,498 (5)	(5)	0 (5)	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMELING JUDY C/O HSN, INC. 1 HSN DRIVE ST.PETERSBURG, FL 33729			Pres. Cornerstone, COO HSNi	

## 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 20 shares as a result of an error previously reported on Form 4 filed on February 14, 2017.

(2) 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.

(3) 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.

(4) 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 unvested RSU becomes fully vested.

(5) 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, 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.

(6) Per the terms of the award agreement: (i) to the extent unvested, during the one year period following a change in control the award will vest upon the participant's separation from service (other than for 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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