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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  
Attinella Michael  

(City) ST. PETERSBURG  
(State) FL  
(Zip) 33729  

2. Issuer Name and Ticker or Trading Symbol  
HSN, Inc. [ HSII ]

3. Date of Earliest Transaction (Month/Day/Year)  
12/29/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)  
01/03/2018

5. Relationship of Reporting Person(s) to Issuer  
Director (Check all applicable)  
X Officer (give title below)  
10% Owner  
Chief Accounting Officer  
Other (specify below)  

6. Individual or Joint/Group Filing (Check Applicable Line)  
X Form filed by One Reporting Person  
Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Price of Securities Acquired (A) or Disposed Of (D) (Instr. 4 and 5)</th>
<th>7. Title and Amount of Securities Underlying Derivative Securities Option (Instr. 3 and 4)</th>
<th>8. Price of Derivative Securities Option (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Common Stock, par value $0.01 per share</td>
<td>12/29/2017</td>
<td>D</td>
<td>$0.00(1)</td>
<td>(D)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>4. Transaction Date (Month/Day/Year)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4 and 5)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>12/29/2017</td>
<td>D</td>
<td>Common Stock, par value $0.01 per share</td>
<td>6,606.443(2)</td>
<td>(D)</td>
<td>6,606.443(2)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Per the terms of the Agreement and Plan of Merger, dated as of July 5, 2017, by and among HSN, Inc., a Delaware corporation (“HSN”), 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 HSN common stock was converted to 1.65 shares of Liberty Interactive Series A QVC Group 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 QVCA on December 29, 2017.

2. Each Restricted Stock Unit (“RSU”) is the economic equivalent of one share of HSN common stock. Per the terms of the Merger Agreement, each RSU was converted into an RSU equivalent to 1.65 shares of Liberty Interactive Series A QVC Group 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 QVCA on December 29, 2017.

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 unvested RSU becomes fully vested.

4. 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.

5. Per the terms of the award agreement: (i) to the extent unvested, 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 3(i) of the HSN Second Amended and Restated 2008 Stock and Annual Incentive Plan.

Remarks:

/\ Harold Herman, as attorney-in-fact  
01/05/2018