UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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
HENCHEL GREGORY J
C/O HSN, INC.
1 HSN DRIVE
ST. PETERSBURG FL 33729

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

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

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

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Code</th>
<th>Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/29/2017</td>
<td>D</td>
<td>21,790,102(1)</td>
<td>(2)</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>Date</th>
<th>Code</th>
<th>Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/29/2017</td>
<td>D</td>
<td>7,466.74(3)</td>
<td>7,466.74(3)</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Amount of Securities reflects an adjustment of 91.258 shares as a result of an error previously reported on Form 4 filed on February 14, 2017 with respect to shares acquired under the company's employee stock purchase plan.
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.

Remarks:

/s/ Harold Herman, as attorney-in-fact 01/05/2018
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.