

# FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Liberty Interactive Corp</b>			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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>09/09/2013</b>					
12300 LIBERTY BOULEVARD			4. If Amendment, Date Original Filed (Month/Day/Year)			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		
(Street)								
ENGLEWOOD, CO 80112								
(City) (State) (Zip)								

### 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)			

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

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SEC 1474 (9-02)

### 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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
1% sr. exchangeable debentures due 2043 (obligation to sell)	(1) (2)	09/09/2013		S	(1)(2)		\$	(2)	09/28/2043	Common Stock	5,383,200	\$	\$	I	Held through wholly owned subsidiary
						400,000,000						400,000,000	400,000,000		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liberty Interactive Corp 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112		X		

## Signatures

Richard N. Baer, Senior Vice President and General Counsel	09/11/2013
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).

On September 9, 2013, a wholly owned subsidiary of the reporting person sold \$400,000,000 aggregate principal amount of its 1% senior exchangeable debentures due 2043 to qualified institutional buyers in a (1) private sale pursuant to Rule 144A. Each \$1,000 principal amount of the debentures is initially exchangeable for 13.4580 shares of the issuer's common stock. Upon exchange at the option of the holder, the reporting person may elect physical or cash settlement or a combination thereof.

Exchangeable at the option of the holders at any time after the occurrence of certain triggering events, based on: (i) after March 31, 2014, (x) the closing price of the issuer's common stock and/or (y) the trading price of the debentures compared to the aggregate trading price of the underlying shares of the issuer's common stock; (ii) during specified periods in connection with a call by the reporting person of the debentures or the occurrence of a "fundamental change"; (iii) at any time on or after July 7, 2016 until October 3, 2016; and (iv) at any time on or after July 2, 2043 until September 28, 2043.

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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