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

SCHEDULE 13E-3

**RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e)
OF THE SECURITIES EXCHANGE ACT OF 1934**
AMENDMENT NO. 3

HSN, Inc.

(Name of the Issuer)

HSN, Inc.

Liberty Interactive Corporation

Liberty Horizon, Inc.

(Name of Person(s) Filing Statement)

Common ST Hn

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be paid or become payable to HSNi's named executive officers that is based on or otherwise relates to the transactions contemplated by the Merger Agreement.

On December 29, 2017, HSNi filed a Certificate of Merger with the Secretary of State of the State of Delaware, pursuant to which Merger Sub was merged with and into HSNi (the "Merger"), with HSNi continuing as the surviving corporation in the Merger (the "Surviving Corporation"). As a result of the Merger, HSNi became a wholly owned subsidiary of Liberty Interactive.

At the effective time of the Merger (the "Effective Time"), each share of common stock, par value \$0.01 per share, of HSNi (the "HSNi common stock") (other than shares held by HSNi as treasury stock and shares held by Liberty Interactive or its wholly owned subsidiaries) was converted into 1.65 shares of Liberty Interactive's Series A QVC Group common stock, par value \$0.01 per share, with cash paid in lieu of fractional shares. Each share of HSNi common stock held by HSNi as treasury stock was cancelled without the right to receive any payment with respect thereto. Each share of HSNi common stock held by Liberty Interactive or its wholly owned subsidiaries was converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation.

As a result of the Merger, HSNi common stock has ceased to trade on the NASDAQ Global Select Market ("NASDAQ") and became eligible for delisting from NASDAQ and termination of registration under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). HSNi has requested that NASDAQ file with the SEC a notification of removal from listing on Form 25 with respect to the delisting of the HSNi common stock from NASDAQ. HSNi intends to file with the SEC a certification on Form 15 to terminate or suspend its reporting obligations under Sections 13(a) and 15(d) of the Exchange Act, as promptly as practicable.

Item 16. Exhibits (Regulation M-A, Item 1016)

The information in Exhibits (a)(1) and (a)(2) set forth in response to Item 1016 of Regulation M-A is hereby amended and restated in entirety as follows:

(a)(1) Prospectus (incorporated by reference to Liberty Interactive's filing with the SEC on Form 424B3 on November 29, 2017 pursuant to Rule 424(b)(3) of the Securities Act of 1933).

(a)(2) Proxy Card (incorporated by reference to the definitive proxy statement of HSNi on Schedule 14A, filed with the SEC on November 28, 2017).

The information set forth in response to Item 1016 of Regulation M-A is hereby amended and supplemented by the addition of the following exhibits thereto:

(a)(33) Excerpts from the Transcript of the November 16, 2017 Liberty Interactive Corporation Investor Day Presentation (incorporated by reference to Liberty Interactive's filing with the SEC on November 28, 2017 pursuant to Rule 425 of the Securities Act of 1933).

(a)(34) Special Meeting Data Notification (incorporated by reference to Liberty Interactive's filing with the SEC on November 28, 2017 pursuant to Rule 425 of the Securities Act of 1933).
