SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 or 15(d) of the
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 23, 1998

 ${\mbox{HSN, INC.}} \\ ({\mbox{Exact name of registrant as specified in charter}) \\$

Delaware (State or other jurisdiction of incorporation)

0-20570 \$59-2712887\$ (Commission File No.) (IRS employer identification no.)

152 West 57th Street, New York, NY 10019 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 247-5810

ITEM 5. OTHER EVENTS.

On January 23, 1998, Home Shopping Network, Inc. ("Home Shopping Network"), a subsidiary of HSN, Inc., ("HSNi") gave notice (the "Notice") that it has elected to redeem and will redeem on March 1, 1998 (the "Redemption Date"), all of the outstanding Home Shopping Network 5.875% Convertible Subordinated Debentures due March 1, 2006 (the "Debentures") issued pursuant to the Indenture dated as of March 1, 1996, as supplemented (the "Indenture"), between Home Shopping Network and United States Trust Company of New York, at a redemption price of 104.7% of the principal amount of the Debentures. As described in the Notice and pursuant to the Indenture, the Debentures may be converted by the holders thereof into shares of HSNi Common Stock on or prior to the Redemption Date. The Notice is attached as an exhibit hereto, and the foregoing description of the Notice is qualified in its entirety by reference to such exhibit.

- ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS
 - (c) Exhibits.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HSN, INC.

By: /s/ James G. Gallagher
Name: James G. Gallagher
Title: Vice President,
General Counsel and

Corporate Secretary

Date: January 23, 1998

EXHIBIT INDEX

Exhibit

No. Description

99.1 Notice of Redemption

NOTICE OF REDEMPTION

To the Holders of

HOME SHOPPING NETWORK, INC. 5.875% Convertible Subordinated Debentures due March 1, 2006

*CUSIP NO.'s 437351 AB5, 437351 AC3, 437351 AD1

NOTICE IS HEREBY GIVEN, pursuant and subject to the provisions of Section 3.2 of Article Three of the Indenture, dated as of March 1, 1996, as supplemented (the "Indenture") between Home Shopping Network, Inc. (the "Company") and United States Trust Company of New York (the "Trustee"), under which the above-described Convertible Subordinated Debentures were issued (the "Debentures") and Section 3.6 of the Indenture, that the Company has elected to redeem on March 1, 1998 (the "Redemption Date"), all of the outstanding Debentures, at a redemption price of 104.700% of the principal amount thereof (the "Redemption Price").

Payment of the Redemption Price on each Debenture will be made UPON PRESENTATION AND SURRENDER of the Debentures at one of the following locations. Interest will be paid in the usual manner.

BY HAND

BY MAIL

United States Trust Company of New York 111 Broadway New York, New York 10006 Attn: Lower Level United States Trust Company of New York Post Office Box 844 Peter Cooper Station New York, New York 10276

For Debentures presented and surrendered by mail, the use of Registered or Certified mail is suggested.

Interest on the Debentures will cease to accrue on and after the Redemption Date.

On March 1, 1998, the principal amount of the Debentures will become due and payable at 104.700% of the principal amount thereof plus accrued interest to the Redemption Date which interest will be paid in the usual manner. Unless the Company defaults in making such redemption payment, on and after March 1, 1998, interest on the Debentures will cease to accrue. For all purposes of the Indenture, the Debentures will be deemed to be no longer outstanding from and after March 1, 1998, and all rights with respect thereto, except as stated herein, will cease as of the close of business on that same date.

Until and including, but not after the close of business on the Redemption Date (unless the Company defaults in making the payment due upon redemption), each \$1,000 principal amount of De-

^{*}The CUSIP numbers are included solely for the convenience of the holders. Neither the Company nor the Trustee shall be responsible for the selection or the use of the CUSIP numbers, nor is any representation made as to their correctness or accuracy on the securities or as indicated on any redemption notice.

bentures shall be convertible into shares of HSN, Inc. Common Stock, in accordance with the provisions of Article 11 of the Indenture and Article 3 of the First Supplemental Indenture dated as of December 20, 1996, at a conversion price of \$26.67 (with any fractional shares being paid in cash).

In order to exercise the conversion privilege, the Holder of any Debenture to be converted shall surrender such Debenture, duly endorsed or assigned to the Company or in blank, to the Trustee at either of the locations listed on page one of this Notice, accompanied by written notice that the Holder elects to convert such Debenture or, if less than the entire principal amount thereof is to be converted, the portion thereof to be converted.

HOME SHOPPING NETWORK, INC.

By: UNITED STATES TRUST COMPANY
OF NEW YORK, as Trustee

Dated: January 23, 1998

UNDER THE BACKUP WITHHOLDING PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986 (THE "CODE"), WE WILL BE REQUIRED TO WITHHOLD THIRTY ONE PERCENT (31%) OF ANY GROSS PAYMENT TO A HOLDER WHO FAILS TO PROVIDE US WITH A CERTIFIED TAXPAYER IDENTIFICATION NUMBER (EMPLOYER IDENTIFICATION NUMBER OR SOCIAL SECURITY NUMBER). PLEASE COMPLETE THE ENCLOSED CERTIFICATION (SUBSTITUTE FORM W-9) AND ATTACH IT TO THE NOTES BEING PRESENTED FOR REDEMPTION. IF YOU ARE EXEMPT FROM BACKUP WITHHOLDING UNDER THE CODE, PLEASE PROVIDE YOUR TAX IDENTIFICATION NUMBER AND SO INDICATE IN PART II OF THE ENCLOSED FORM.