

RETAIL VENTURES INC  
Form 8-K  
January 19, 2010

**UNITED STATES  
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 19, 2010 (January 15, 2010)**

**RETAIL VENTURES, INC.**

(Exact name of registrant as specified in its charter)

**Ohio**

(State or other Jurisdiction of  
Incorporation)

**1-10767**

(Commission File Number)

**20-0090238**

(IRS Employer Identification No.)

**4150 E. Fifth Avenue**

**Columbus, Ohio**

(Address of Principal Executive Offices)

**43219**

(Zip Code)

Registrant's telephone number, including area code: **(614) 238-5775**

**Not Applicable**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On January 15, 2010, Retail Ventures, Inc. (the Company ) entered into a share purchase agreement (the Agreement ) with its majority-owned subsidiary, DSW Inc. ( DSW ), pursuant to which on the same date the Company sold to DSW 320,000 Class B Common Shares, without par value, of DSW, for an aggregate amount of \$8,000,000. Proceeds from the sale will be used for general corporate purposes and continuing expenses. This transaction was negotiated by a special committee of independent directors of the Company, advised by Houlihan Lokey. After giving effect to this transaction, the Company continues to own Class B Common Shares of DSW representing approximately 62% of DSW 's outstanding common shares and approximately 93% of the combined voting power of such shares. DSW is a controlled subsidiary of the Company and its Class A Common Shares are listed on the New York Stock Exchange trading under the ticker symbol DSW .

**SIGNATURES**

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 hereunto duly authorized.

RETAIL VENTURES, INC.

Date: January 19, 2010

By: /s/ James A. McGrady

James A. McGrady  
Chief Executive Officer, Chief Financial  
Officer, President and Treasurer