

DSW Inc.  
Form 8-K  
June 19, 2014

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): June 19, 2014 (June 18, 2014)

DSW Inc.

(Exact name of registrant as specified in its charter)

Ohio	001-32545	31-0746639
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

810 DSW Drive, Columbus, Ohio 43219  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (614) 237-7100

(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 5.07 Submission of Matters to a Vote of Security Holders.

Annual Meeting of Shareholders

On June 18, 2014, DSW Inc. (the “Company”) held its Annual Meeting of Shareholders in Columbus, Ohio to consider and vote on the matters listed below. A total of 74,674,571 shares of the Company’s common stock were present or represented by proxy at the meeting. This represented approximately 82% of the Company’s 90,551,122 shares of common stock that were outstanding and entitled to vote at the meeting. As of the record date for the Annual Meeting, there were 82,817,945 Class A shares outstanding (one vote per share) and 7,733,177 Class B shares outstanding (eight votes per share). Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

Election of Directors

The shareholders of the Company elected each of the director nominees nominated by the Company’s Board of Directors as Class I directors with terms expiring in 2017. The voting results were as follows:

Name of Nominee	Votes For	Votes Withheld
Carolee Friedlander	128,231,845	483,804
Harvey L. Sonnenberg	119,651,703	9,063,946
Allan J. Tanenbaum	120,564,484	8,151,165

There were no broker non-votes for each director on this proposal.

2005 Equity Incentive Plan

The shareholders of the Company voted to approve the Company's 2005 Equity Incentive Plan. The voting result is as follows:

Votes For	Votes Against	Abstentions
126,015,957	2,686,947	12,745

There were no broker non-votes for each director on this proposal.

2005 Cash Incentive Compensation Plan

The shareholders of the Company voted to approve the Company's 2005 Cash Incentive Compensation Plan. The voting result is as follows:

Votes For	Votes Against	Abstentions
128,197,518	503,011	15,120

There were no broker non-votes for each director on this proposal.

2014 Equity Incentive Plan

The shareholders of the Company voted to approve the Company's 2014 Equity Incentive Plan. The voting result is as follows:

Votes For	Votes Against	Abstentions
102,797,641	25,903,150	14,858

There were no broker non-votes for each director on this proposal.

Advisory Vote on the Compensation Paid to Named Executive Officers

The shareholders of the Company voted on the Compensation paid to Named Executive Officers. The voting results were as follows:

Votes For	Votes Against	Abstentions
128,516,181	183,528	15,940

There were no broker non-votes on this proposal.

Signature

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.

DSW Inc.

By: /s/ William L. Jordan

William L. Jordan  
Executive Vice President and  
General Counsel

Date: June 19, 2014