DSW Inc. Form SC 13G/A February 17, 2009

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

SCHEDULE 13G (Amendment No. 1)*

Under the Securities Exchange Act of 1934

DSW INC.
(Name of Issuer)
Class A Common Shares, without par value
(Title of Class of Securities)
23334L102
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:
[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
CUSIP No. 23334L102
(1) Names of Reporting Persons: WS Capital, L.L.C.
I.R.S. Identification Nos. of Above Persons (entities only):

(2)	Check the Appropriate Box if a	a Me	mber of a Group (See Instructions)
	(a) []	(b) [X]
(3)	SEC Use Only		
(4)	Citizenship or Place of Organ:	izat	ion: Texas
	of Shares Beneficially Owned ach Reporting Person	(5)	Sole Voting Power: 0*
		(6)	Shared Voting Power: 217,602*
		(7)	Sole Dispositive Power: 0*
		(8)	Shared Dispositive Power: 217,602*
(9)	Aggregate Amount Beneficially 217,602*	Own	ed by Each Reporting Person:
(10)	Check Box if the Aggregate A	Amou	nt in Row (9) Excludes Certain Shares
(11)	Percent of Class Represented }	oy A	mount in Row (9): 1.3%*
(12)	Type of Reporting Person:	HC/	00
for the and Exc. Class A and out Date"), Investment investment of the Stace Shares Opportu. Venture Managem Stacy Stand Mes power tof the Reid S. or app	quarterly period ended Novembange Commission on December 3 common shares, without par vastanding as of November 30, 200 Walker Smith International ents, L.P. ("HHMI," and togethen the aggregate 217,602 Sharent") is the agent and attornent manager for HHMI. WS Capit of WSC Management. Reid S. W. As a result, WSC Management, y Smith possess shared power theld by the WS Funds. In nity Fund (Q.P.), L.P. ("WSOQIS Management, L.P. ("WSVM") ent, L.L.C. ("WSV") is the gent and Patrick P. Walker are srs. Reid S. Walker, Patrick Is o vote and direct the disposit Reporting Date, for the purpose Walker and G. Stacy Smith are roximately 1.4% of the Shares	mber 3, 2 alue 08. Fun her res. tal, Walk WS to v add P") is ener e me P. W tion dee dee	Form 10-Q of DSW Inc. (the "Company") 1, 2008, as filed with the Securities 008, there were 16,313,688 shares of (the "Shares"), of the Company issued As of December 31, 2008 (the "Reporting d, Ltd. ("WS International") and HHMI with WS International, the "WS Funds") WS Capital Management, L.P. ("WSC in-fact for WS International and the L.L.C. ("WS Capital") is the general er and G. Stacy Smith are members of WS Capital and Messrs. Reid S. Walker and ote and direct the disposition of the lition, as of the Reporting Date, WS held in the aggregate 18,700 Shares. WS the general partner of WSOQP. WSV al partner of WSVM. Reid S. Walker, G. mbers of WSV. As a result, WSVM, WSV, alker and G. Stacy Smith possess shared of the Shares held by WSOQP. Thus, as f Reg. Section 240.13d-3, (i) Messrs. med to beneficially own 236,302 Shares, emed issued and outstanding as of the Management are deemed to beneficially

own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under

Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1)	Names of Reporting Persons:	WS Cap	ital Management, L.P.	
	I.R.S. Identification Nos. of	Above	Persons (entities only):	
(2)	Check the Appropriate Box if	a Memb	per of a Group (See Instruc	tions)
	(a) []		[X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	nizatio	n: Texas	
	of Shares Beneficially Owned ach Reporting Person	(5) S	ole Voting Power:	0*
		(6) 5	hared Voting Power:	217,602*
		(7) S	ole Dispositive Power:	0*
		(8) 5	Chared Dispositive Power:	217,602*
(9)	Aggregate Amount Beneficially 217,602*	owned	l by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amount	. in Row (9) Excludes Cer	tain Shares
(11)	Percent of Class Represented	by Amo	ount in Row (9): 1.3%*	
(12)	Type of Reporting Person:	IA/PN	ı	
for the and Exc Class A and out Date"), Investm held i Managem investm	on information set forth on quarterly period ended Nove hange Commission on December common shares, without par v standing as of November 30, 20 Walker Smith International ents, L.P. ("HHMI," and toget n the aggregate 217,602 Shaent") is the agent and attorent manager for HHMI. WS Capi of WSC Management. Reid S.	ember 1 3, 200 value (008. As Fund, ther wi ares. eney-ir	the "Shares"), of the Come of December 31, 2008 (the Ltd. ("WS International" the WS Capital Management, and fact for WS International L.L.C. ("WS Capital") is	Securities shares of apany issued e "Reporting") and HHMI "WS Funds") L.P. ("WSC all and the the general

Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP N	o. 23334L102			
(1)	Names of Reporting Persons:	WSV	Management, L.L.C.	
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instruct	ions)
	(a) []	(o) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: Texas	
	of Shares Beneficially Owned ach Reporting Person	(5)	Sole Voting Power:	0 *
		(6)	Shared Voting Power:	18,700*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	
(9)	Aggregate Amount Beneficially 18,700*	Own	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amou	nt in Row (9) Excludes Certa	ain Shares
(11)	Percent of Class Represented	_		

(12) Type of Reporting Person: HC/00

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

	o. 23334L102
	Names of Reporting Persons: WS Ventures Management, L.P.
	I.R.S. Identification Nos. of Above Persons (entities only):
(2)	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) [] (b) [X]
	SEC Use Only
(4)	Citizenship or Place of Organization: Texas
	of Shares Beneficially Owned ach Reporting Person (5) Sole Voting Power: 0*

(6) Shared Voting Power: 18,700*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 18,700*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person: 18,700*

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(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 0.1%*

(12) Type of Reporting Person: IA/PN

such reporting person is a member of such a group.

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any

CUSIP No. 23334L102

(1)	Names of Reporting Persons: Reid S. Walker			
	I.R.S. Identification Nos. of	Abor	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Mer	mber of a Group (See Instruct	tions)
	(a) []	()	o) [X] 	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ.	izat	ion: United States	
	r of Shares Beneficially Owned Each Reporting Person	(5)	Sole Voting Power:	0*
		(6)	Shared Voting Power:	236,302*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	236,302*
(9)	Aggregate Amount Beneficially 236,302*	Owne	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate 2 [] Percent of Class Represented 1			tain Shares
(12)	Type of Reporting Person:	IN		
for the and Exc Class A and out Date"), Investment of the control	d on information set forth on e quarterly period ended November 20 A common shares, without par version of November 30, 20 and 10 and 1	mber 3, 20 alue 08. 2 Func her v res. ney-: tal, Walke WS to vo add: P") 1	1, 2008, as filed with the 008, there were 16,313,688 (the "Shares"), of the Compas of December 31, 2008 (the d, Ltd. ("WS International") with WS International, the WS Capital Management, in-fact for WS International L.L.C. ("WS Capital") is fer and G. Stacy Smith are mer Capital and Messrs. Reid S. Date and direct the disposition, as of the Reporting meld in the aggregate 18,700	Securities shares of pany issued "Reporting) and HHMI "WS Funds") L.P. ("WSC al and the the general mbers of WS Walker and ion of the Date, WS Shares. WS

own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP N	o. 23334L102			
(1)	Names of Reporting Persons:	 G. S	tacy Smith	
	I.R.S. Identification Nos. of	Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instruct	ions)
	(a) []	(b) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Organ	izat	ion: United States	
	of Shares Beneficially Owned ach Reporting Person	(5)	Sole Voting Power:	0*
		(6)		236,302*
		(7)	Sole Dispositive Power:	0*
		(8)	Shared Dispositive Power:	
(9)	Aggregate Amount Beneficially 236,302*	Own	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amou	nt in Row (9) Excludes Cert	ain Shares
(11)	Percent of Class Represented	by A	mount in Row (9): 1.4%*	
(12)	Type of Reporting Person:	IN		
for the and Exc Class A and out Date"),	on information set forth on quarterly period ended November common shares, without par v standing as of November 30, 20 Walker Smith International ents, L.P. ("HHMI," and toget not the aggregate 217,602 Sha	mber 3, 2 alue 08. Fun her	1, 2008, as filed with the 008, there were 16,313,688 (the "Shares"), of the Comp As of December 31, 2008 (the d, Ltd. ("WS International") with WS International, the "	Securities shares of eany issued "Reporting and HHMI WS Funds")

Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CODIL	10. 255541102			
(1)	Names of Reporting Persons:	Patr	ick P. Walker	
	I.R.S. Identification Nos. o	f Abo	ve Persons (entities only):	
(2)	Check the Appropriate Box if	a Me	mber of a Group (See Instruct	ions)
	(a) []	(o) [X]	
(3)	SEC Use Only			
(4)	Citizenship or Place of Orga			
	r of Shares Beneficially Owned Each Reporting Person		Sole Voting Power:	0,4
		(6)	Shared Voting Power:	
		(7)	Sole Dispositive Power:	
		(8)	Shared Dispositive Power:	18,700
(9)	Aggregate Amount Beneficiall 18,700*	y Own	ed by Each Reporting Person:	
(10)	Check Box if the Aggregate	Amou	nt in Row (9) Excludes Cert	ain Shares

233341102

CUISTD No

(11) Percent of Class Represented by Amount in Row (9): 0.1%*

(12) Type of Reporting Person: IN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

Item 1(a). Name of Issuer: DSW INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
 810 DSW Drive
 Columbus, Ohio 43219

Item 2(a). Name of Person Filing:
 WS Capital, L.L.C.
 WS Capital Management, L.P.
 WSV Management, L.L.C.
 WS Ventures Management, L.P.
 Reid S. Walker
 G. Stacy Smith
 Patrick P. Walker

Item 2(b). Address of Principal Business Office or, if none, Residence: 300 Crescent Court, Suite 1111 Dallas, Texas 75201 Item 2(c). Citizenship: Citizenship:
WS Capital, L.L.C.:
WS Capital Management, L.P.:
Texas
WSV Management, L.L.C.:
Texas
WS Ventures Management, L.P.:
Texas Reid S. Walker: United States G. Stacy Smith: United States Patrick P. Walker: United States Item 2(d). Title of Class of Securities: Class A common shares, without par value Item 2(e). CUSIP Number: 23334L102 Item 3. Not Applicable. Item 4. Ownership: Amount Beneficially Owned: (a) WS Capital, L.L.C. 217,602* WS Capital Management, L.P.
WSV Management, L.L.C. 217,602* WSV Management, L.L.C. 18,700* WS Ventures Management, L.P. 18,700* Reid S. Walker 236,302* G. Stacy Smith 236,302* Patrick P. Walker 18,700* (b) Percent of Class: WS Capital, L.L.C. 1.3%* WS Capital Management, L.P. 1.3%* WSV Management, L.L.C. 0.1%* WS Ventures Management, L.P. 0.1%* Reid S. Walker 1.4%* G. Stacy Smith 1.4%* Patrick P. Walker 0.1%* Number of shares as to which such person has: (C) (i) sole power to vote or to direct the vote: ∩ * WS Capital, L.L.C. 0 * WS Capital Management, L.P. 0* WSV Management, L.L.C. WS Ventures Management, L.P. 0 * Reid S. Walker 0* G. Stacy Smith 0 * Patrick P. Walker 0 * (ii) shared power to vote or to direct the vote: WS Capital, L.L.C. 217,602* WS Capital Management, L.P.
WSV Management, L.L.C.
WS Ventures Management, L.P. 217,602*

Reid S. Walker

18,700* 18,700*

236,302*

G. Stacy Smith	236,302*
Patrick P. Walker	18,700*

(iii) sole power to dispose or to direct the disposition of:

WS Capital, L.L.C.	0 *
WS Capital Management, L.P.	0 *
WSV Management, L.L.C.	0 *
WS Ventures Management, L.P.	0 *
Reid S. Walker	0 *
G. Stacy Smith	0 *
Patrick P. Walker	0 *

(iv) shared power to dispose or to direct the disposition of:

WS Capital, L.L.C.	217,602*
WS Capital Management, L.P.	217,602*
WSV Management, L.L.C.	18,700*
WS Ventures Management, L.P.	18,700*
Reid S. Walker	236,302*
G. Stacy Smith	236,302*
Patrick P. Walker	18,700*

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities, check the following $[\mathtt{X}]$.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

^{*} See footnote to cover pages.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009 WS CAPITAL, L.L.C. By: /s/ Reid S. Walker Reid S. Walker, Member WS CAPITAL MANAGEMENT, L.P. By: WS Capital, L.L.C., its general partner By: /s/ Reid S. Walker _____ Reid S. Walker, Member WSV MANAGEMENT, L.L.C. By: /s/ Reid S. Walker Reid S. Walker, Member WS VENTURES MANAGEMENT, L.P. By: WSV Management, L.L.C., its general partner By: /s/ Reid S. Walker Reid S. Walker, Member /s/ Reid S. Walker _____ REID S. WALKER /s/ G. Stacy Smith _____ G. STACY SMITH /s/ Patrick P. Walker PATRICK P. WALKER

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the Class A Common Shares of DSW INC. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 17, 2009.

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P.

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

/s/ Reid S. Walker ------REID S. WALKER

/s/ G. Stacy Smith

G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER