

DSW Inc.
Form S-1MEF
June 29, 2005

As filed with the Securities and Exchange Commission on June 29, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DSW INC.

(Exact name of registrant as specified in its charter)

Ohio 5661 31-0746639 *(State or Other
Jurisdiction of
Incorporation or Organization) (Primary
Standard Industrial
Classification Code Number) (I.R.S. Employer
Identification No.)*

4150 East 5th Avenue

Columbus, Ohio 43219
(614) 237-7100

*(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)*

Julia A. Davis

General Counsel
3241 Westerville Road
Columbus, Ohio 43224

*(Name, Address, Including Zip Code, and Telephone
Number, Including Area Code, of Agent For Service)*

Copies to:

Robert M. Chilstrom
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522
(212) 735-3000 Steven J. Slutzky
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022

(212) 909-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. 333-123289

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)(2)(3)	Amount of Registration Fee
Class A Common Shares, without par value \$33,000,000	\$3,884	

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
- (2) Includes shares subject to underwriters' option to purchase additional shares.
- (3) The \$33,000,000 of Class A Common Shares being registered in this Registration Statement is in addition to the \$275,000,000 of Class A Common Shares registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-123289).

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement on Form S-1 (File No. 333-12389) (including exhibits thereto) are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on June 29, 2005.

DSW INC.

By: /s/ Douglas J. Probst

Name: Douglas J. Probst

Title: Senior Vice President, Chief Financial Officer and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on June 29, 2005:

Signature	Title
*	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)
Jay L. Schottenstein	
/s/ Douglas J. Probst	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)
Douglas J. Probst	
*	Director
Heywood Wilansky	
*	Director
Carolee Friedlander	
*	Director
Philip B. Miller	
*	Director
James D. Robbins	
*	Director
Harvey L. Sonnenberg	
*	Director
Allan J. Tanenbaum	

*By: /s/ Douglas J. Probst

Douglas J. Probst
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Vorys, Sater, Seymour and Pease LLP.
23.1	Consent of Vorys, Sater, Seymour and Pease LLP (included in Exhibit 5.1).
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney.*

* Filed as Exhibit 24.1 to the registrant's Registration Statement on Form S-1 (File No. 333-123289) filed with the Commission on June 28, 2005.