

DSW Inc.
Form 8-K
May 18, 2018

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): May 16, 2018
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

N/A
(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))

☐ Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

☐ If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Annual Meeting of Shareholders

On May 16, 2018, 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 67,226,677 shares of the Company’s common stock were present or represented by proxy at the meeting. This represented approximately 84% of the Company’s 79,725,283 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 71,992,497 Class A shares outstanding and entitled to vote (one vote per share) and 7,732,786 Class B shares outstanding and entitled to vote (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 Ms. Zaiac and Messrs. Cobb, Rawlins, and Jay Schottenstein as Class II directors with terms expiring in 2021. The voting results were as follows:

Name of Nominee	Votes For	Votes Withheld
Peter S. Cobb	121,066,335	201,420
Roger L. Rawlins	120,864,950	402,805
Jay L. Schottenstein	119,137,937	2,129,818
Joanne Zaiac	120,854,210	413,545

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
119,315,708	1,894,981	57,066

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 Chief Administrative Officer

Date: May 18, 2018