

RETAIL VENTURES INC

Form S-8 POS

December 30, 2005

As filed with the Securities and Exchange Commission on December 30, 2005  
Registration No. 333-117341

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

POST-EFFECTIVE AMENDMENT NO. 2 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**RETAIL VENTURES, INC.**

(Exact name of registrant as specified in its charter)

Ohio

20-0090238

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

3241 Westerville Road, Columbus, Ohio

43224

(Address of Principal Executive Offices)

(Zip Code)

The Profit Sharing and 401(k) Plan (as Amended and Restated Effective January 1, 2000)

(Full title of the plan)

James A. McGrady

Executive Vice President, Chief Financial Officer, Treasurer and Secretary

Retail Ventures, Inc.

3241 Westerville Road

Columbus, Ohio 43224

(Name and address of agent for service)

(614) 471-4722

(Telephone number, including area code, of agent for service)

COPIES TO:

Michael A. Cline, Esq.

Vorys, Sater, Seymour and Pease LLP

52 East Gay Street, P.O. Box 1008

Columbus, Ohio 43216-1008

(614) 464-6400

**EXPLANATORY NOTE DEREGISTRATION OF SECURITIES**

Pursuant to its registration statement on Form S-8 (Registration No. 333-117341) filed July 13, 2004, as amended by post-effective amendment No. 1 filed on April 12, 2005 (as amended, the Registration Statement ), Retail Ventures, Inc. (the Company ) registered 1,200,000 shares (the Plan Shares ) of the Company s common stock, no par value, (the Common Stock ), issuable pursuant to the Company s Profit Sharing and 401(k) Plan (the Plan ). Pursuant to General Instruction F to Form S-8 and Rule 416(c) under the Securities Act of 1933, as amended, the Registration Statement was also deemed to register an indeterminate number of interests in the Plan ( Plan Interests ). The Plan included an option for the Company s employees to invest a portion of their Plan accounts in a fund, the Retail Ventures, Inc. Common Stock Fund (the RVI Stock Fund ), that acquired shares of Common Stock in the open market. Effective July 1, 2005, the sponsors of the Plan elected to close the RVI Stock Fund to additional investments. Thus, although the Plan continues in force, no new contributions or exchanges into the RVI Stock Fund have been or will be permitted on or after July 1, 2005 and, as a result, the Company s obligation to maintain the effectiveness of the Registration Statement has expired.

Pursuant to the undertaking contained in the Registration Statement, the Company is filing this Post-Effective Amendment No. 2 to deregister, as of the date hereof, any and all Plan Shares and Plan Interests registered pursuant to the Registration Statement that remain unsold as of the date of termination of the RVI Stock Fund.

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**PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT  
SIGNATURES**

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on the 30th day of December, 2005.

RETAIL VENTURES, INC.

By: /s/ James A. McGrady  
James A. McGrady  
Executive Vice President, Chief  
Financial Officer,  
Treasurer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature              | Title  | Date              |
|------------------------|--|-------------------|
| *                      |  |                   |
| Jay L. Schottenstein   | Chairman of the Board of Directors   | December 30, 2005 |
| /s/ Heywood Wilansky   |  |                   |
| Heywood Wilansky       | President and Chief Executive Officer and<br>Director (Principal Executive Officer)  | December 30, 2005 |
| /s/ James A. McGrady   |  |                   |
| James A. McGrady       | Executive Vice President, Chief Financial<br>Officer, Treasurer and Secretary (Principal<br>Financial Officer and Principal Accounting<br>Officer) | December 30, 2005 |
| *                      |  |                   |
| Henry L. Aaron         | Director   | December 30, 2005 |
| *                      |  |                   |
| Ari Deshe              | Director   | December 30, 2005 |
| *                      |  |                   |
| Jon P. Diamond         | Director   | December 30, 2005 |
| *                      |  |                   |
| Elizabeth M. Eveillard | Director   | December 30, 2005 |

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Director

December 30, 2005

Lawrence J. Ring

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| Signature            | Title    | Date              |
|----------------------|----------|-------------------|
| *                    |          |                   |
| Harvey L. Sonnenberg | Director | December 30, 2005 |
| *                    |          |                   |
| James L. Weisman     | Director | December 30, 2005 |

\* By James A. McGrady pursuant to Powers of Attorney executed by the directors and executive officers listed above and previously filed as Exhibit 24 to Registration Statement on Form S-8 filed July 13, 2004.

\*\* By James A. McGrady pursuant to Powers of Attorney executed by the director listed above and filed as Exhibit 24.1 to this Post-Effective Amendment No. 2 to Registration Statement on Form S-8.

/s/ James A. McGrady  
James A. McGrady  
Attorney-In-Fact

**The Plan.** Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on the 30th day of December, 2005.

THE PROFIT SHARING AND 401(K) PLAN (AS  
AMENDED  
AND RESTATED EFFECTIVE JANUARY 1, 2000)

By: /s/ George Dailey  
George Dailey  
Plan Administrator

**INDEX TO EXHIBITS**

| Exhibit<br>Number | Description       | Location           |
|-------------------|-------------------|--------------------|
| 24.1              | Power of Attorney | Included herewith. |