

RETAIL VENTURES INC  
Form 8-K  
April 28, 2011

**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): April 28, 2011 (April 28, 2011)  
Retail Ventures, Inc.  
(Exact name of registrant as specified in its charter)**

**Ohio**

**1-10767**

**20-0090238**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**4150 E. Fifth Avenue, Columbus, Ohio**

**43219**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(614) 238-4148**

(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 3.02 Unregistered Sales of Equity Securities.**

On April 28, 2011, Retail Ventures, Inc. (the Company ) issued 221,037 of its common shares, without par value, to Millennium Partners, L.P. ( Millennium ) in connection with Millennium s exercise of its outstanding term warrant that was originally issued by the Company on July 5, 2005. The common shares were issued at an exercise price of \$4.50 per share, for an aggregate cash purchase price of \$994,666.50. In connection with this issuance, no underwriters were utilized and no commissions were paid. Following this exercise, there are no remaining term warrants entitling Millennium to acquire from the Company any of the Company s common shares or Class A Common Shares of DSW Inc., a controlled subsidiary of the Company.

The issuance and sale of the Company s common shares discussed above were exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act ), under Section 4(2) of the Securities Act and the safe harbor private offering exemption provided by Rule 506 promulgated under the Securities Act as transactions which did not involve a public offering.

**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.

**Retail Ventures, Inc.**

Date: April 28, 2011

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