

RETAIL VENTURES INC

Form S-8 POS

December 30, 2005

As filed with the Securities and Exchange Commission on December 30, 2005  
Registration No. 333-124267

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

POST-EFFECTIVE AMENDMENT NO. 1 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)

Retail Ventures, Inc. Employee Stock Purchase Plan

(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. 333-124267) filed April 22, 2005 (the Registration Statement ), Retail Ventures, Inc. (the Company ) registered 50,000 shares of the Company s common stock, no par value, (the Common Stock ), issuable pursuant to the Company s Employee Stock Purchase Plan (the Plan ). The Plan was discontinued by the Company as of the end of May 2005. As a result of the termination of the Plan, 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. 1 to deregister, as of the date hereof, any and all shares of Common Stock registered for sale under the Plan that remain unsold as of the date of termination of the Plan.

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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. 1 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. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* Jay L. Schottenstein	Chairman of the Board of Directors	December 30, 2005
/s/ Heywood Wilansky Heywood Wilansky	President and Chief Executive Officer and Director (Principal Executive Officer)	December 30, 2005
/s/ James A. McGrady James A. McGrady	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting 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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Director

December 30, 2005

Harvey L. Sonnenberg

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Signature

Title

Date

\*

Director

December 30, 2005

James L. Weisman

\* 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 April 22, 2005.

\*\* 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. 1 to Registration Statement on Form S-8.

/s/ James A. McGrady

James A. McGrady

Attorney-In-Fact

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**INDEX TO EXHIBITS**

<u>Exhibit Number</u>	<u>Description</u>	<u>Location</u>
24.1	Power of Attorney	Included herewith.