

Edgar Filing: DSW Inc. - Form SC 13G/A

DSW Inc.
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

DSW INC.

(Name of Issuer)

Class A Common Shares, without par value

(Title of Class of Securities)

23334L102

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 23334L102

(1) Names of Reporting Persons: WS Capital, L.L.C.

I.R.S. Identification Nos. of Above Persons (entities only):

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Texas

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 217,602*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 217,602*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
217,602*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 1.3%*

(12) Type of Reporting Person: HC/00

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under

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Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1) Names of Reporting Persons: WS Capital Management, L.P.

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Texas

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 217,602*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 217,602*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
217,602*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 1.3%*

(12) Type of Reporting Person: IA/PN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the

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Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1) Names of Reporting Persons: WSV Management, L.L.C.

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Texas

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 18,700*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 18,700*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
18,700*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 0.1%*

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(12) Type of Reporting Person: HC/00

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1) Names of Reporting Persons: WS Ventures Management, L.P.

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: Texas

Number of Shares Beneficially Owned

by Each Reporting Person

(5) Sole Voting Power:

0*

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(6) Shared Voting Power:	18,700*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	18,700*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
18,700*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

(11) Percent of Class Represented by Amount in Row (9): 0.1%*

(12) Type of Reporting Person: IA/PN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

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(1) Names of Reporting Persons: Reid S. Walker

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 236,302*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 236,302*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
236,302*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 1.4%*

(12) Type of Reporting Person: IN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSV, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially

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own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1) Names of Reporting Persons: G. Stacy Smith

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power: 0*

(6) Shared Voting Power: 236,302*

(7) Sole Dispositive Power: 0*

(8) Shared Dispositive Power: 236,302*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
236,302*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

(11) Percent of Class Represented by Amount in Row (9): 1.4%*

(12) Type of Reporting Person: IN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC

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Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

CUSIP No. 23334L102

(1) Names of Reporting Persons: Patrick P. Walker

I.R.S. Identification Nos. of Above Persons (entities only):

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned
by Each Reporting Person

(5) Sole Voting Power:	0*
(6) Shared Voting Power:	18,700*
(7) Sole Dispositive Power:	0*
(8) Shared Dispositive Power:	18,700*

(9) Aggregate Amount Beneficially Owned by Each Reporting Person:
18,700*

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

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(11) Percent of Class Represented by Amount in Row (9): 0.1%*

(12) Type of Reporting Person: IN

* Based on information set forth on the Form 10-Q of DSW Inc. (the "Company") for the quarterly period ended November 1, 2008, as filed with the Securities and Exchange Commission on December 3, 2008, there were 16,313,688 shares of Class A common shares, without par value (the "Shares"), of the Company issued and outstanding as of November 30, 2008. As of December 31, 2008 (the "Reporting Date"), Walker Smith International Fund, Ltd. ("WS International") and HHMI Investments, L.P. ("HHMI," and together with WS International, the "WS Funds") held in the aggregate 217,602 Shares. WS Capital Management, L.P. ("WSC Management") is the agent and attorney-in-fact for WS International and the investment manager for HHMI. WS Capital, L.L.C. ("WS Capital") is the general partner of WSC Management. Reid S. Walker and G. Stacy Smith are members of WS Capital. As a result, WSC Management, WS Capital and Messrs. Reid S. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by the WS Funds. In addition, as of the Reporting Date, WS Opportunity Fund (Q.P.), L.P. ("WSOQP") held in the aggregate 18,700 Shares. WS Ventures Management, L.P. ("WSVM") is the general partner of WSOQP. WSV Management, L.L.C. ("WSV") is the general partner of WSVM. Reid S. Walker, G. Stacy Smith and Patrick P. Walker are members of WSV. As a result, WSVM, WSV, and Messrs. Reid S. Walker, Patrick P. Walker and G. Stacy Smith possess shared power to vote and direct the disposition of the Shares held by WSOQP. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, (i) Messrs. Reid S. Walker and G. Stacy Smith are deemed to beneficially own 236,302 Shares, or approximately 1.4% of the Shares deemed issued and outstanding as of the Reporting Date, (ii) WS Capital and WSC Management are deemed to beneficially own 217,602 Shares, or approximately 1.3% of the Shares deemed issued and outstanding as of the Reporting Date, and (iii) WSVM, WSV, and Mr. Patrick P. Walker are deemed to beneficially own 18,700 Shares, or approximately 0.1% of the Shares deemed issued and outstanding as of the Reporting Date. Each of the reporting persons hereby expressly disclaims membership in a "group" under Section 13(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder with respect to the Shares reported herein, and this Schedule 13G Amendment No. 1 shall not be deemed to be an admission that any such reporting person is a member of such a group.

Item 1(a). Name of Issuer: DSW INC.

Item 1(b). Address of Issuer's Principal Executive Offices:
810 DSW Drive
Columbus, Ohio 43219

Item 2(a). Name of Person Filing:
WS Capital, L.L.C.
WS Capital Management, L.P.
WSV Management, L.L.C.
WS Ventures Management, L.P.
Reid S. Walker
G. Stacy Smith
Patrick P. Walker

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Item 2(b). Address of Principal Business Office or, if none, Residence:
 300 Crescent Court, Suite 1111
 Dallas, Texas 75201

Item 2(c). Citizenship:

WS Capital, L.L.C.:	Texas
WS Capital Management, L.P.:	Texas
WSV Management, L.L.C.:	Texas
WS Ventures Management, L.P.:	Texas
Reid S. Walker:	United States
G. Stacy Smith:	United States
Patrick P. Walker:	United States

Item 2(d). Title of Class of Securities:
 Class A common shares, without par value

Item 2(e). CUSIP Number: 23334L102

Item 3. Not Applicable.

Item 4. Ownership:

(a) Amount Beneficially Owned:	
WS Capital, L.L.C.	217,602*
WS Capital Management, L.P.	217,602*
WSV Management, L.L.C.	18,700*
WS Ventures Management, L.P.	18,700*
Reid S. Walker	236,302*
G. Stacy Smith	236,302*
Patrick P. Walker	18,700*

(b) Percent of Class:	
WS Capital, L.L.C.	1.3%*
WS Capital Management, L.P.	1.3%*
WSV Management, L.L.C.	0.1%*
WS Ventures Management, L.P.	0.1%*
Reid S. Walker	1.4%*
G. Stacy Smith	1.4%*
Patrick P. Walker	0.1%*

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

WS Capital, L.L.C.	0*
WS Capital Management, L.P.	0*
WSV Management, L.L.C.	0*
WS Ventures Management, L.P.	0*
Reid S. Walker	0*
G. Stacy Smith	0*
Patrick P. Walker	0*

(ii) shared power to vote or to direct the vote:

WS Capital, L.L.C.	217,602*
WS Capital Management, L.P.	217,602*
WSV Management, L.L.C.	18,700*
WS Ventures Management, L.P.	18,700*
Reid S. Walker	236,302*

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G. Stacy Smith	236,302*
Patrick P. Walker	18,700*

(iii) sole power to dispose or to direct the disposition of:

WS Capital, L.L.C.	0*
WS Capital Management, L.P.	0*
WSV Management, L.L.C.	0*
WS Ventures Management, L.P.	0*
Reid S. Walker	0*
G. Stacy Smith	0*
Patrick P. Walker	0*

(iv) shared power to dispose or to direct the disposition of:

WS Capital, L.L.C.	217,602*
WS Capital Management, L.P.	217,602*
WSV Management, L.L.C.	18,700*
WS Ventures Management, L.P.	18,700*
Reid S. Walker	236,302*
G. Stacy Smith	236,302*
Patrick P. Walker	18,700*

* See footnote to cover pages.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of Subsidiary Which Acquired the Securities:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 17, 2009

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

WSV MANAGEMENT, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS VENTURES MANAGEMENT, L.P.

By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

/s/ Reid S. Walker

REID S. WALKER

/s/ G. Stacy Smith

G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER

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Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13G (including amendments thereto) with regard to the Class A Common Shares of DSW INC. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of February 17, 2009.

WS CAPITAL, L.L.C.

By: /s/ Reid S. Walker

Reid S. Walker, Member

WS CAPITAL MANAGEMENT, L.P.

By: WS Capital, L.L.C., its general partner

By: /s/ Reid S. Walker

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By: WSV Management, L.L.C., its general partner

By: /s/ Reid S. Walker

Reid S. Walker, Member

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REID S. WALKER

/s/ G. Stacy Smith

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G. STACY SMITH

/s/ Patrick P. Walker

PATRICK P. WALKER