

DSW Inc.  
Form SC 13G/A  
June 22, 2009

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response.....11

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

DSW INC.  
(Name of Issuer)

Class A Common Shares, no par value  
(Title of Class of Securities)

23334L102  
(CUSIP Number)

June 12, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 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. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Valinor Management, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,360,600

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,360,600

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,360,600

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

---

CUSIP No 23334L102

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David Gallo

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 of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,360,600

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

1,360,600

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,360,600

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

---

CUSIP No 23334L102

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Valinor Capital Partners Offshore Master Fund, L.P.

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

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

836,501

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

836,501

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,501

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

---



CUSIP No 23334L102

Item 1. (a). Name of Issuer:

DSW INC.

(b). Address of Issuer's Principal Executive Offices:

810 DSW Drive  
Columbus, Ohio 43219

Item 2. (a). Name of Person Filing:

Valinor Management, LLC  
David Gallo  
Valinor Capital Partners Offshore Master Fund, L.P.

(b). Address of Principal Business Office, or if None, Residence:

Valinor Management, LLC  
David Gallo  
90 Park Avenue, 40th Floor  
New York, New York 10016

Valinor Capital Partners Offshore Master Fund, L.P.  
c/o Morgan Stanley Fund Services (Cayman) Ltd.  
Cricket Square  
Hutchins Drive  
2nd Floor, Boundary Hall  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

(c). Citizenship:

Valinor Management, LLC: Delaware  
David Gallo: United States of America  
Valinor Capital Partners Offshore Master Fund, L.P.: Cayman Islands

(d). Title of Class of Securities:

Class A Common Shares, no par value

(e). CUSIP Number:

23334L102



Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Valinor Management, LLC: 1,360,600

David Gallo: 1,360,600

Valinor Capital Partners Offshore Master Fund, L.P.: 836,501

(b) Percent of class:

Valinor Management, LLC: 8.3%

David Gallo: 8.3%

Valinor Capital Partners Offshore Master Fund, L.P.: 5.1%



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

(i) Sole power to vote or to direct the vote

Valinor Management, LLC: 0

David Gallo: 0

Valinor Capital Partners Offshore Master Fund, L.P.: 0

(ii) Shared power to vote or to direct the vote

Valinor Management, LLC: 1,360,600

David Gallo: 1,360,600

Valinor Capital Partners Offshore Master Fund, L.P.: 836,501

(iii) Sole power to dispose or to direct the disposition of

Valinor Management, LLC: 0

David Gallo: 0

Valinor Capital Partners Offshore Master Fund, L.P.: 0

(iv) Shared power to dispose or to direct the disposition of

Valinor Management, LLC: 1,360,600

David Gallo: 1,360,600

Valinor Capital Partners Offshore Master Fund, L.P.: 836,501

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 has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

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.

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.

June 22, 2009

Valinor Management, LLC\*

By: /s/ David Angstreich  
Name: David Angstreich  
Title: Chief Financial Officer

/s/ David Gallo\*  
Name: David Gallo

Valinor Capital Partners Offshore Master Fund,  
L.P.\*

By: /s/ David Gallo  
Name: David Gallo  
Title: Director

\* The Reporting Persons disclaim beneficial ownership except to the extent of their pecuniary interests therein.

---

EXHIBIT A  
AGREEMENT

The undersigned agree that this Amendment to Schedule 13G dated June 22, 2009 relating to the Class A Common Shares, no par value, of DSW INC. shall be filed on behalf of the undersigned.

Valinor Management, LLC

By: /s/ David Angstreich  
Name: David Angstreich  
Title: Chief Financial Officer

/s/ David Gallo  
Name: David Gallo

Valinor Capital Partners Offshore Master Fund,  
L.P.

By: /s/ David Gallo  
Name: David Gallo  
Title: Director

SK 25938 0001 1006768