

DSW Inc.  
Form 8-K  
August 22, 2017

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): August 22, 2017  
DSW Inc.  
(Exact name of registrant as specified in its charter)

Ohio 001-32545 31-0746639  
(State or other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

810 DSW Drive, Columbus, Ohio 43219  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (614) 237-7100

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On August 22, 2017, the Company issued a press release regarding its consolidated financial results for the second quarter ended July 29, 2017. A copy of the press release announcing these financial results is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in this Item 2.02 is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Furthermore, the information in this Item 2.02 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

Item 8.01 Other Events.

The press release also announced that the Company's Board of Directors declared a dividend of \$0.20 per share, to be paid on September 29, 2017 to shareholders of record at the close of business on September 19, 2017.

The Company's press release further announced that the Company's Board of Directors authorized an additional \$500 million for future repurchases of DSW Class A Common Shares under its share repurchase program (the “Repurchase Program”). As of August 22, 2017, the Company had approximately \$33 million remaining under its Repurchase Program. The Company has no obligation to repurchase any amount of its common shares under the Repurchase Program. Share repurchases under the Repurchase Program may be effected from time to time through open market purchases, trading plans established in accordance with the Securities and Exchange Commission's rules or other means, and in amounts considered appropriate by the Company based on price and market conditions. The Repurchase Program has no expiration date.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number Description

99.1 Press Release dated August 22, 2017



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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.

DSW Inc.

By: /s/ William L. Jordan

William L. Jordan

Executive Vice President and Chief Administrative Officer

Date: August 22, 2017