

DSW Inc.
Form 8-A12B
June 23, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

DSW Inc.

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State of Incorporation or Organization)

31-0746639

(I.R.S. Employer Identification Number)

**3241 Westerville Road
Columbus, Ohio**

(Address of Principal Executive Offices)

43224

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-123289

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**
Class A Common Shares,
without par value

**Name of Each Exchange on Which
Each Class is to be Registered**
New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

A description of the registrant's Class A common shares, without par value per share (the "Common Shares"), is set forth under the caption "Description of Capital Stock" in the registrant's registration statement on Form S-1 (File No. 333-123289) filed with the Securities and Exchange Commission on March 14, 2005, as thereafter amended (the "Registration Statement"), which is incorporated herein by reference. The form of prospectus that constitutes part of the Registration Statement and is filed by the registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

Item 2. Exhibits

Under the instruction as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered with the New York Stock Exchange, Inc. and the Common Shares registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 23, 2005

DSW Inc.

By: /s/ Douglas J. Probst

Name: Douglas J. Probst

Title: Senior Vice President, Chief
Financial Officer and Treasurer