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RETAIL VENTURES INC
Form S-8 POS
October 16, 2003

As filed with the Securities and Exchange Commission on October 16, 2003

Registration No. 33-46221

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
(State or other jurisdiction
of incorporation or organization)

20-0090238
(I.R.S. Employer
Identification No.)

3241 Westerville Road
Columbus, Ohio 43224
(Address of Registrant's principal executive offices)

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
(614) 471-4722
(Name, address and telephone number of agent for service)

Copies of Correspondence to:
Robert J. Tannous, Esq.
Porter, Wright, Morris & Arthur LLP
41 South High Street
Columbus, Ohio 43215

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POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

This post-effective amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), to reflect the adoption by Value City Department Stores, Inc., an Ohio corporation ("Value City"), of a holding company form of organizational structure. The holding company organizational structure was effected pursuant to an Agreement and Plan of Merger (the "Merger Agreement") among Value City, Retail Ventures, Inc., an Ohio corporation (the "Registrant"), and Value City Merger Sub, Inc., an Ohio corporation and wholly owned subsidiary of the Registrant ("Merger Corporation"). The Merger Agreement provides for, among other things, the merger (the "Merger") of Merger Corporation with and into Value City, with Value City as the surviving corporation. The Merger was approved by the shareholders of Value City at a meeting for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was held on September 26, 2002.

As a result of the Merger, which was consummated at 12:01 a.m. on October 8, 2003, Value City became a direct wholly owned subsidiary of the Registrant. Each share of common stock, without par value, of Value City issued and outstanding was converted into and exchanged for one share of common stock, without par value, of the Registrant. Immediately prior to the consummation of the Merger, the Registrant had nominal assets and liabilities.

In accordance with Rule 414 under the Securities Act, the Registrant, as successor issuer to Value City, hereby expressly adopts this registration statement as its own for all purposes of the Securities Act and the Exchange Act. The Value City Department Stores, Inc. Employee Stock Purchase Plan to which this registration statement relates (the "Plan") shall be known as the Retail Ventures, Inc. Employee Stock Purchase Plan. Subsequent to the holding company reorganization, the Plan will continue to cover employees of Value City. However, shares of stock issued in accordance with the Plan shall be shares of stock of the Registrant rather than shares of Value City.

The applicable registration fees were paid at the time of the original filing of this registration statement.

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SIGNATURES

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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on October 15, 2003.

RETAIL VENTURES, INC.

By: * John C. Rossler

John C. Rossler, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated:

| SIGNATURE ----- | TITLE ----- | | |
|--|---|---|------|
| *Jay L. Schottenstein ----- Jay L. Schottenstein | Chairman of the Board |) | Octo |
| | |) | |
| | |) | |
| *John C. Rossler ----- John C. Rossler | President and Chief Executive Officer (Principal Executive Officer) |) | Octo |
| | |) | |
| | |) | |
| /s/ James A. McGrady ----- James A. McGrady | Executive Vice President, Chief Financial Officer, Treasurer, and Secretary (Principal Financial Officer) |) | Octo |
| | |) | |
| | |) | |
| *Henry L. Aaron ----- Henry L. Aaron | Director |) | Octo |
| | |) | |
| | |) | |
| *Ari Deshe ----- Ari Deshe | Director |) | Octo |
| | |) | |
| | |) | |
| *Jon P. Diamond ----- Jon P. Diamond | Director |) | Octo |
| | |) | |
| | |) | |
| *Elizabeth M. Eveillard ----- Elizabeth M. Eveillard | Director |) | Octo |
| | |) | |

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| | | | |
|-----------------------|----------|---|------|
| | |) | |
| | |) | |
| *Harvey L. Sonnenberg | Director |) | Octo |
| ----- | |) | |
| Harvey L. Sonnenberg | |) | |

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| | | | |
|-------------------|----------|---|------|
| | |) | |
| | |) | |
| *James L. Weisman | Director |) | Octo |
| ----- | |) | |
| James L. Weisman | |) | |

*By: /s/ James A. McGrady

 James A. McGrady, attorney-in-fact
 for each of the persons indicated

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POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

RETAIL VENTURES, INC.

EXHIBITS

EXHIBIT INDEX

| Exhibit Number ----- | Exhibit Description ----- |
|----------------------------|---|
| 4(a) * | Retail Ventures, Inc. Employee Stock Purchase Plan. |
| 4(b) | Amended and Restated Articles of Incorporation of Retail Ventures, Inc. (Previously filed as Exhibit 3(a) to Form 8-K (file No.001-10767) filed October 8, 2003, and incorporated |

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herein by reference).

- 4(c) Amended and Restated Code of Regulations of Retail Ventures, Inc. (Previously filed as Exhibit 3(b) to Form 8-K (file No. 001-10767) filed October 8, 2003, and incorporated herein by reference).
- 5 * Opinion of Porter, Wright, Morris & Arthur LLP regarding legality.
- 23(a) Consent of Porter, Wright, Morris & Arthur LLP (included in Exhibit 5 filed herewith).
- 23(b) * Consent of Deloitte & Touche LLP.
- 24 * Powers of Attorney.

* Filed with this Registration Statement