

RETAIL VENTURES INC

Form 8-K

April 18, 2006

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**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) April 18, 2006 (April 13, 2006)**

**Retail Ventures, Inc.**

(Exact name of registrant as specified in its charter)

Ohio

1-10767

20-0090238

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

( IRS Employer  
Identification No.)

3241 Westerville Road, Columbus, Ohio

43224

(Address of principal executive offices)

(Zip Code)

(614) 471-4722

(Registrant's telephone number, including area code)

(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))
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**ITEM 7.01 REGULATION FD DISCLOSURE.**

Retail Ventures, Inc. (the Company) hosted a conference call on April 13, 2006 at 8:00 a.m. Eastern Time to discuss its consolidated financial results for the fourth quarter and year ended January 28, 2006. A transcript of the conference call is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The webcast of the conference call has been archived on the Company's website, at [www.retailventuresinc.com](http://www.retailventuresinc.com), under the Investor Relations caption. A telephone rebroadcast of the conference call can also be accessed by dialing 1-866-206-0173 with the pin number 170863#.

The information in this Current Report on Form 8-K, including the transcript attached hereto as Exhibit 99.1, is being furnished pursuant to this Item 7.01 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall such information be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, unless specifically identified therein as being incorporated therein by reference.

Any statements included in this Item 7.01 or the transcript attached hereto as Exhibit 99.1 that are not historical or current facts are forward-looking statements. All such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. Certain of these risks and uncertainties are described in the Risk Factors section of the Company's latest quarterly or annual report, as filed with the Securities and Exchange Commission. These risk factors include, but are not limited to: decline in demand for our merchandise, our ability to achieve our business plans, expected cash flow from operations, vendors and their factor relations, flow of merchandise, compliance with our credit agreements, our ability to strengthen our liquidity and increase our credit availability, the availability of desirable store locations on suitable terms, changes in consumer spending patterns, marketing strategies, consumer preferences and overall economic conditions, the impact of competition and pricing, changes in weather patterns, seasonality of operations, changes in fuel and energy costs, changes in existing or potential duties, tariffs or quotas, paper and printing costs, the ability to hire and train associates and development of management information systems. The Company's management undertakes no obligation to revise these forward-looking statements included in this Item 7.01 or the transcript attached hereto as Exhibit 99.1 to reflect any future events or circumstances.

Portions of the transcript attached hereto as Exhibit 99.1 include the Company's disclosure and discussion of certain non-GAAP financial measures. The Company's management believes that the disclosure of such non-GAAP financial measures provides useful information to investors or other users of the Company's financial statements since it more accurately reflects the Company's results from operations without the impact of the non-cash accounting charge incurred relating to the initial recording and subsequent change in the fair value of warrants recorded during fiscal 2005.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit No.	Description
99.1	Transcript of conference call hosted by the Company on April 13, 2006

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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.

**RETAIL VENTURES, INC.**

April 18, 2006

By: Date: /s/ James A. McGrady  
James A. McGrady  
Executive Vice President, Chief  
Financial Officer, Treasurer and  
Secretary

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