

DSW Inc.  
Form 10-Q  
December 01, 2016  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

☒ [ X ] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended October 29, 2016

OR

☐ [ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-32545

DSW INC.

(Exact name of registrant as specified in its charter)

Ohio 31-0746639  
(State or other jurisdiction of  
incorporation or organization) (I.R.S. Employer Identification No.)  
810 DSW Drive, Columbus, Ohio 43219  
(Address of principal executive offices) (Zip Code)  
(614) 237-7100

Registrant's telephone number, including area code

N/A

(Former name, former address and former fiscal year, if changed since last  
report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section  
13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such  
shorter period that the registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate  
Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405  
of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter  
period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a  
non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer",  
"accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large  
Accelerated  
Filer

☐ o

Accelerated  
Filer  
Non-accelerated  
Filer ☐  
(Do not check  
if smaller  
reporting  
company)  
Smaller  
reporting ☐  
company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

The number of outstanding Class A Common Shares, without par value, as of November 25, 2016 was 72,302,855 and Class B Common Shares, without par value, as of November 25, 2016 was 7,732,807.

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DSW INC.  
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## Part I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## DSW INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(in thousands, except per share amounts)

(unaudited)

|                                                                                                                                              | Three months ended |                  | Nine months ended |                  |
|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------|-------------------|------------------|
|                                                                                                                                              | October 29, 2016   | October 31, 2015 | October 29, 2016  | October 31, 2015 |
| Net sales                                                                                                                                    | \$696,616          | \$665,520        | \$2,036,827       | \$1,948,212      |
| Cost of sales                                                                                                                                | (484,836 )         | (466,554 )       | (1,433,829 )      | (1,344,886 )     |
| Operating expenses                                                                                                                           | (147,412 )         | (135,637 )       | (446,696 )        | (406,844 )       |
| Change in fair value of contingent consideration                                                                                             | (1,469 )           | —                | (5,080 )          | —                |
| Operating profit                                                                                                                             | 62,899             | 63,329           | 151,222           | 196,482          |
| Interest expense                                                                                                                             | (57 )              | (49 )            | (156 )            | (127 )           |
| Interest income                                                                                                                              | 539                | 1,001            | 1,782             | 2,751            |
| Interest income, net                                                                                                                         | 482                | 952              | 1,626             | 2,624            |
| Non-operating income (expense)                                                                                                               | 80                 | (107 )           | 344               | 3,198            |
| Income before income taxes and income (loss) from Town Shoes                                                                                 | 63,461             | 64,174           | 153,192           | 202,304          |
| Income tax provision                                                                                                                         | (25,626 )          | (25,575 )        | (60,420 )         | (77,157 )        |
| Income (loss) from Town Shoes                                                                                                                | 1,128              | 696              | 1,237             | (876 )           |
| Net income                                                                                                                                   | \$38,963           | \$39,295         | \$94,009          | \$124,271        |
| Basic and diluted earnings per share:                                                                                                        |                    |                  |                   |                  |
| Basic earnings per share                                                                                                                     | \$0.48             | \$0.45           | \$1.15            | \$1.41           |
| Diluted earnings per share                                                                                                                   | \$0.47             | \$0.44           | \$1.14            | \$1.39           |
| Shares used in per share calculations:                                                                                                       |                    |                  |                   |                  |
| Basic shares                                                                                                                                 | 82,026             | 87,493           | 82,011            | 88,244           |
| Diluted shares                                                                                                                               | 82,537             | 88,369           | 82,643            | 89,229           |
| Other comprehensive (loss) income:                                                                                                           |                    |                  |                   |                  |
| Foreign currency translation (loss) gain                                                                                                     | \$(2,537 )         | \$28             | \$4,709           | \$(6,810 )       |
| Unrealized net (loss) gain on available-for-sale securities (net of tax benefits <sup>(1)</sup> of \$140, \$36, \$10 and \$42, respectively) | (173 )             | 44               | 103               | (267 )           |
| Total comprehensive income                                                                                                                   | \$36,253           | \$39,367         | \$98,821          | \$117,194        |

(1) Tax benefits herein are primarily attributable to the geographic mix of gains and losses within our investment portfolio.

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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DSW INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(in thousands)  
(unaudited)

|                                                                                                                                                                                                                                                                    | October 29,<br>2016 | January 30,<br>2016 | October 31,<br>2015 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|---------------------|
| <b>ASSETS</b>                                                                                                                                                                                                                                                      |                     |                     |                     |
| Cash and equivalents                                                                                                                                                                                                                                               | \$60,962            | \$32,495            | \$90,019            |
| Short-term investments                                                                                                                                                                                                                                             | 78,512              | 226,027             | —                   |
| Accounts receivable, net                                                                                                                                                                                                                                           | 20,334              | 15,437              | 18,211              |
| Accounts receivable from related parties                                                                                                                                                                                                                           | 1,029               | 27                  | 53                  |
| Inventories                                                                                                                                                                                                                                                        | 562,701             | 484,236             | 521,243             |
| Prepaid expenses and other current assets                                                                                                                                                                                                                          | 24,566              | 37,444              | 22,209              |
| Prepaid rent to related parties                                                                                                                                                                                                                                    | 13                  | 2                   | —                   |
| Total current assets                                                                                                                                                                                                                                               | 748,117             | 795,668             | 651,735             |
| Property and equipment, net                                                                                                                                                                                                                                        | 381,218             | 374,241             | 364,253             |
| Long-term investments                                                                                                                                                                                                                                              | 76,126              | 71,953              | 306,483             |
| Goodwill                                                                                                                                                                                                                                                           | 77,208              | 25,899              | 25,899              |
| Deferred income taxes                                                                                                                                                                                                                                              | 21,103              | 21,815              | 34,031              |
| Long-term prepaid rent to related parties                                                                                                                                                                                                                          | 795                 | 875                 | 902                 |
| Investment in Town Shoes                                                                                                                                                                                                                                           | 17,996              | 21,188              | 21,229              |
| Note receivable from Town Shoes                                                                                                                                                                                                                                    | 50,579              | 44,170              | 45,930              |
| Intangible assets                                                                                                                                                                                                                                                  | 38,243              | 46                  | 46                  |
| Other assets                                                                                                                                                                                                                                                       | 20,530              | 13,254              | 7,520               |
| Total assets                                                                                                                                                                                                                                                       | \$1,431,915         | \$1,369,109         | \$1,458,028         |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                                                                                                                                                                                        |                     |                     |                     |
| Accounts payable                                                                                                                                                                                                                                                   | \$160,621           | \$214,893           | \$168,537           |
| Accounts payable to related parties                                                                                                                                                                                                                                | 641                 | 733                 | 629                 |
| Accrued expenses                                                                                                                                                                                                                                                   | 143,653             | 107,800             | 117,895             |
| Total current liabilities                                                                                                                                                                                                                                          | 304,915             | 323,426             | 287,061             |
| Non-current liabilities                                                                                                                                                                                                                                            | 144,654             | 140,759             | 142,834             |
| Commitments and contingencies                                                                                                                                                                                                                                      | 58,923              | —                   | —                   |
| Total liabilities                                                                                                                                                                                                                                                  | \$508,492           | \$464,185           | \$429,895           |
| <b>Shareholders' equity:</b>                                                                                                                                                                                                                                       |                     |                     |                     |
| Common shares paid in capital, no par value; 250,000 Class A Common Shares authorized; 84,875, 84,396 and 84,053 issued, respectively; 72,635, 74,185 and 78,877 outstanding, respectively; 100,000 Class B Common Shares authorized, 7,733 issued and outstanding | \$941,485           | \$930,011           | \$924,115           |
| Preferred Shares, no par value; 100,000 authorized; no shares issued or outstanding                                                                                                                                                                                | —                   | —                   | —                   |
| Treasury shares, at cost, 12,240, 10,211 and 5,176 outstanding, respectively                                                                                                                                                                                       | (309,229)           | (266,531)           | (150,000)           |
| Retained earnings                                                                                                                                                                                                                                                  | 332,051             | 287,140             | 292,542             |
| Basis difference related to acquisition of commonly controlled entity                                                                                                                                                                                              | (24,993)            | (24,993)            | (24,993)            |
| Accumulated other comprehensive loss                                                                                                                                                                                                                               | (15,891)            | (20,703)            | (13,531)            |
| Total shareholders' equity                                                                                                                                                                                                                                         | \$923,423           | \$904,924           | \$1,028,133         |
| Total liabilities and shareholders' equity                                                                                                                                                                                                                         | \$1,431,915         | \$1,369,109         | \$1,458,028         |

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

DSW INC.

## CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands)

(unaudited)

|                                                                                            | Number of Shares            |                             |                    |                                        |                    |                      | Basis<br>difference<br>related to<br>acquisition<br>of<br>common<br>controlled<br>entity | Accumulated<br>other<br>comprehensive<br>loss | Total       |
|--------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|--------------------|----------------------------------------|--------------------|----------------------|------------------------------------------------------------------------------------------|-----------------------------------------------|-------------|
|                                                                                            | Class A<br>Common<br>Shares | Class B<br>Common<br>Shares | Treasury<br>Shares | Common<br>shares<br>paid in<br>capital | Treasury<br>shares | Retained<br>earnings |                                                                                          |                                               |             |
| Balance, January 31,<br>2015                                                               | 80,666                      | 7,733                       | 3,036              | \$908,679                              | \$(86,938)         | \$220,826            | \$(24,993)                                                                               | \$(6,454)                                     | \$1,011,120 |
| Net income                                                                                 | —                           | —                           | —                  | —                                      | —                  | 124,271              | —                                                                                        | —                                             | 124,271     |
| Stock-based<br>compensation<br>expense, before<br>related tax effects                      | —                           | —                           | —                  | 9,768                                  | —                  | —                    | —                                                                                        | —                                             | 9,768       |
| Stock units granted                                                                        | 34                          | —                           | —                  | 969                                    | —                  | —                    | —                                                                                        | —                                             | 969         |
| Exercise of stock<br>options                                                               | 266                         | —                           | —                  | 3,453                                  | —                  | —                    | —                                                                                        | —                                             | 3,453       |
| Vesting of restricted<br>stock units, net of<br>settlement of taxes                        | 51                          | —                           | —                  | (1,271)                                | —                  | —                    | —                                                                                        | —                                             | (1,271)     |
| Repurchase of Class A<br>Common Shares                                                     | (2,140)                     | —                           | 2,140              | —                                      | (63,062)           | —                    | —                                                                                        | —                                             | (63,062)    |
| Excess tax benefits<br>related to stock-based<br>compensation                              | —                           | —                           | —                  | 2,517                                  | —                  | —                    | —                                                                                        | —                                             | 2,517       |
| Foreign currency<br>translation                                                            | —                           | —                           | —                  | —                                      | —                  | —                    | —                                                                                        | (6,810)                                       | (6,810)     |
| Unrealized net loss on<br>available-for-sale<br>securities (net of tax<br>benefit of \$42) | —                           | —                           | —                  | —                                      | —                  | —                    | —                                                                                        | (267)                                         | (267)       |
| Dividends paid (\$0.60<br>per share)                                                       | —                           | —                           | —                  | —                                      | —                  | (52,555)             | —                                                                                        | —                                             | (52,555)    |
| Balance, October 31,<br>2015                                                               | 78,877                      | 7,733                       | 5,176              | \$924,115                              | \$(150,000)        | \$292,542            | \$(24,993)                                                                               | \$(13,531)                                    | \$1,028,133 |
| Balance, January 30,<br>2016                                                               | 74,185                      | 7,733                       | 10,211             | \$930,011                              | \$(266,531)        | \$287,140            | \$(24,993)                                                                               | \$(20,703)                                    | \$904,924   |
| Net income                                                                                 | —                           | —                           | —                  | —                                      | —                  | 94,009               | —                                                                                        | —                                             | 94,009      |
| Stock-based<br>compensation<br>expense, before                                             | —                           | —                           | —                  | 8,968                                  | —                  | —                    | —                                                                                        | —                                             | 8,968       |



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|                                                                                   |          |       |        |           |             |           |             |             |           |
|-----------------------------------------------------------------------------------|----------|-------|--------|-----------|-------------|-----------|-------------|-------------|-----------|
| related tax effects                                                               |          |       |        |           |             |           |             |             |           |
| Stock units granted                                                               | 64       | —     | —      | 1,188     | —           | —         | —           | —           | 1,188     |
| Exercise of stock options                                                         | 266      | —     | —      | 3,615     | —           | —         | —           | —           | 3,615     |
| Vesting of restricted stock units, net of settlement of taxes                     | 149      | —     | —      | (2,421    | )—          | —         | —           | —           | (2,421 )  |
| Repurchase of Class A Common Shares                                               | (2,029 ) | —     | 2,029  | —         | (42,698     | )—        | —           | —           | (42,698 ) |
| Excess tax benefits related to stock-based compensation                           | —        | —     | —      | 124       | —           | —         | —           | —           | 124       |
| Foreign currency translation                                                      | —        | —     | —      | —         | —           | —         | —           | 4,709       | 4,709     |
| Unrealized net gain on available-for-sale securities (net of tax benefit of \$10) | —        | —     | —      | —         | —           | —         | —           | 103         | 103       |
| Dividends paid (\$0.60 per share)                                                 | —        | —     | —      | —         | —           | (49,098   | )—          | —           | (49,098 ) |
| Balance, October 29, 2016                                                         | 72,635   | 7,733 | 12,240 | \$941,485 | \$(309,229) | \$332,051 | \$(24,993 ) | \$(15,891 ) | \$923,423 |

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

## DSW INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

|                                                                                                   | Nine months ended       |               |
|---------------------------------------------------------------------------------------------------|-------------------------|---------------|
|                                                                                                   | October 29, October 31, |               |
|                                                                                                   | 2016                    | 2015          |
| Cash flows from operating activities:                                                             |                         |               |
| Net income                                                                                        | \$ 94,009               | \$ 124,271    |
| Adjustments to reconcile net income to net cash and equivalents provided by operating activities: |                         |               |
| Depreciation and amortization                                                                     | 61,029                  | 54,837        |
| Stock-based compensation expense                                                                  | 10,156                  | 10,737        |
| Deferred income taxes                                                                             | 712                     | (2,953 )      |
| (Income) loss from Town Shoes                                                                     | (1,237 )                | 876           |
| Change in fair value of contingent consideration                                                  | 5,080                   | —             |
| Loss on disposal of long-lived assets                                                             | 699                     | 560           |
| Impairment of long-lived assets                                                                   | —                       | 418           |
| Amortization of investment discounts and premiums                                                 | 992                     | 4,533         |
| Excess tax benefits related to stock-based compensation                                           | (124 )                  | (2,517 )      |
| Gain on foreign currency exchange rate                                                            | —                       | (3,267 )      |
| Change in working capital, assets and liabilities:                                                |                         |               |
| Accounts receivable, net                                                                          | (4,276 )                | 6,143         |
| Inventories                                                                                       | (48,313 )               | (70,407 )     |
| Prepaid expenses and other current assets                                                         | 11,318                  | 14,010        |
| Accounts payable                                                                                  | (55,572 )               | (4,249 )      |
| Accrued expenses                                                                                  | 32,570                  | 7,576         |
| Other                                                                                             | 3,592                   | 4,747         |
| Net cash and equivalents provided by operating activities                                         | \$ 110,635              | \$ 145,315    |
| Cash flows from investing activities:                                                             |                         |               |
| Cash paid for property and equipment                                                              | (73,157 )               | (79,852 )     |
| Purchases of available-for-sale investments                                                       | (69,960 )               | (242,092 )    |
| Sales of available-for-sale investments                                                           | 215,524                 | 312,909       |
| Decrease in restricted cash                                                                       | 2,407                   | 6,780         |
| Equity investment in Town Shoes                                                                   | —                       | 203           |
| Payment-in-kind interest from Town Shoes                                                          | (7,023 )                | (4,764 )      |
| Acquisition of Ebuys                                                                              | (59,481 )               | —             |
| Net cash and equivalents provided by (used in) investing activities                               | \$ 8,310                | \$ (6,816 )   |
| Cash flows from financing activities:                                                             |                         |               |
| Proceeds from exercise of stock options                                                           | 3,615                   | 3,453         |
| Cash paid for income taxes for shares withheld                                                    | (2,421 )                | (1,271 )      |
| Cash paid for treasury shares                                                                     | (42,698 )               | (63,062 )     |
| Dividends paid                                                                                    | (49,098 )               | (52,555 )     |
| Excess tax benefits related to stock-based compensation                                           | 124                     | 2,517         |
| Net cash and equivalents used in financing activities                                             | \$ (90,478 )            | \$ (110,918 ) |

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|                                                  |        |         |
|--------------------------------------------------|--------|---------|
| Effect of exchange rate changes on cash balances | \$—    | \$3,267 |
| Net increase in cash and equivalents             | 28,467 | 27,581  |
| Cash and equivalents, beginning of period        | 32,495 | 59,171  |

|                                                                                          | Nine months ended |           |
|------------------------------------------------------------------------------------------|-------------------|-----------|
|                                                                                          | October 29, 2016  |           |
|                                                                                          | October 31, 2015  |           |
| Cash and equivalents, end of period                                                      | \$60,962          | \$ 90,019 |
| Supplemental disclosures of cash flow information:                                       |                   |           |
| Cash paid during the period for income taxes                                             | \$40,057          | \$ 69,144 |
| Proceeds from construction and tenant allowances                                         | \$12,713          | \$ 18,855 |
| Non-cash operating, investing and financing activities:                                  |                   |           |
| Balance of accounts payable and accrued expenses due to property and equipment purchases | \$4,829           | \$ 7,640  |
| Contingent consideration liability                                                       | \$58,923          | \$ —      |

The accompanying Notes are an integral part of the Condensed Consolidated Financial Statements.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. BUSINESS OPERATIONS AND BASIS OF PRESENTATION

Business Operations- DSW Inc. and its wholly owned subsidiaries are herein referred to collectively as DSW Inc. or the “Company”. DSW refers to the DSW segment, which includes DSW stores and dsw.com. DSW Inc. Class A Common Shares are listed on the New York Stock Exchange under the ticker symbol “DSW”. DSW Inc. Class B Common Shares are not listed on a stock exchange but are exchangeable for Class A Common Shares at the election of the shareholder.

DSW Inc. has two reportable segments: the DSW segment, which includes DSW stores and dsw.com, and the Affiliated Business Group (“ABG”) segment. DSW offers a wide assortment of brand name dress, casual and athletic footwear and accessories for women, men and kids. As of October 29, 2016, DSW operated a total of 498 stores located in 43 states, the District of Columbia and Puerto Rico, and dsw.com. During the nine months ended October 29, 2016, DSW opened 31 new DSW stores and closed one DSW store.

DSW Inc., through its ABG segment, also partners with three other retailers to help build and optimize their footwear businesses. As of October 29, 2016, ABG supplied merchandise to 289 Stein Mart stores and Steinmart.com, 106 Gordmans stores and Gordmans.com, and one Frugal Fannie’s store. During the nine months ended October 29, 2016, ABG added 20 new shoe departments and ceased operations in three shoe departments.

DSW Inc. also has an equity investment in Town Shoes Limited (“Town Shoes”). Town Shoes is the market leader in branded footwear in Canada. As of October 29, 2016, Town Shoes operated 188 locations across Canada primarily under The Shoe Company, Shoe Warehouse, Town Shoes and DSW banners, as well as an e-commerce site. As of October 29, 2016, there are 23 DSW Designer Shoe Warehouse stores in Canada operating under a licensing agreement. See Note 4 for further disclosure on the licensing agreement.

On March 4, 2016, the Company acquired Ebuys, Inc. (“Ebuys”), a leading off price footwear and accessories retailer operating in digital marketplaces. Ebuys sells products to customers located in North America, Europe, Australia and Asia. The transaction supports DSW Inc.’s efforts to grow its market share within footwear and accessories domestically and internationally. See Note 2 for further disclosure on the Ebuys acquisition.

On August 2, 2016, DSW Inc. signed an agreement with Apparel Group as an exclusive franchise partner in the Middle East. The agreement will expand DSW by up to 40 stores across the territory, both in malls and on high street locations, with the first stores planned to open in fiscal 2017.

In an effort to improve its cost structure, the Company has incurred restructuring expenses comprising of severance and professional fees for the three and nine months ended October 29, 2016 of \$1.3 million and \$4.1 million, respectively. As of October 29, 2016, \$1.3 million is included in accrued expenses on the Company's Condensed Consolidated Balance Sheets primarily related to unpaid severance costs.

Basis of Presentation- The accompanying unaudited condensed consolidated interim financial statements should be read in conjunction with DSW Inc.’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 24, 2016 (the “2015 Annual Report”). In the opinion of management, the unaudited condensed consolidated interim financial statements reflect all adjustments, consisting of normal recurring adjustments, which are necessary to present fairly the condensed consolidated financial position, results of operations and cash flows for the periods presented. The condensed consolidated interim financial statements include the accounts of DSW Inc. and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation. All amounts are in United States dollars (“USD”), unless otherwise noted.

Prior Period Reclassification- Certain prior period disclosure amounts have been reclassified to conform to current period presentation. Intangible assets are no longer included in other assets and are presented separately in the Company's Condensed Consolidated Balance Sheets. Software is no longer included in furniture, fixtures and equipment and is presented separately in the property, plant and equipment footnote (Note 10).

## 2. ACQUISITION AND EQUITY METHOD INVESTMENT

Town Shoes- On May 12, 2014, DSW Inc. acquired a 49.2% ownership interest in Town Shoes for \$75.1 million Canadian dollars ("CAD") (\$68.9 million USD at the purchase date). As of October 29, 2016, DSW Inc.'s ownership interest is 46.3%. The dilution of the Company's ownership is due to Town Shoes' employee exercise of stock options. DSW Inc.'s initial stake provides 50% voting control and board representation equal to the co-investor.

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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Additionally, the Town Shoe co-investor holds a put option to sell the remaining portion of the company in fiscal 2017 to DSW Inc., and for the subsequent two years. DSW Inc. holds a call option to purchase the remaining portion of the company in fiscal 2018, and for the subsequent two years, if the Town Shoe co-investor has not exercised their put option. DSW Inc. purchased \$100 million CAD during the first quarter of fiscal 2015 (approximately \$79 million USD at purchase date) to take advantage of the strength of the dollar and in anticipation of funding the future purchase of the remaining interest in Town Shoes. The funds are also available to fund other business opportunities or return to U.S. operations, if needed. As this was a cash transaction, the gains or losses related to the purchase of the CAD were recorded in the consolidated statement of operations. During the first quarter of fiscal 2015, the Company recorded \$3.3 million in foreign currency exchange gains related to the purchase of CAD within non-operating income. The Company invested the CAD in available-for-sale securities in the second quarter of fiscal 2015. The accumulated comprehensive loss was impacted by an increase of \$2.1 million for the three months ended October 29, 2016 due to remeasurement and a decrease of \$3.1 million for the nine months ended October 29, 2016 due to remeasurement.

The investment in Town Shoes decreased from January 30, 2016 to October 29, 2016. The change in the investment balance is driven by DSW Inc.'s portion of Town's income or loss, foreign currency translation adjustments and amortization of purchase price adjustments.

The note receivable from Town Shoes increased from January 30, 2016 to October 29, 2016. The change in the note receivable balance is driven by payment-in-kind interest earned and foreign currency translation adjustments.

Ebuys- On March 4, 2016, the Company acquired Ebuys, a digital marketplace and accessories retailer, for a total preliminary purchase price of \$116.4 million. In addition to cash consideration of \$60.4 million, the preliminary purchase price included future payments that are contingent upon the achievement of specified milestones. The Company recorded a contingent consideration obligation of \$56.0 million at the purchase date. Goodwill was calculated as the excess of the consideration paid over the fair value of the net assets acquired.

During the third quarter of fiscal 2016, the Company made various measurement period adjustments in accordance with Accounting Standards Codification ("ASC") Topic 805, Business Combinations, which impacted the opening goodwill balance and the preliminary purchase price. As a result of these adjustments, the updated preliminary purchase price as of October 29, 2016 was \$113.3 million, which includes cash consideration of \$59.5 million and a contingent consideration obligation of \$53.8 million. The purchase price allocation for the Ebuys acquisition is still preliminary and subject to change throughout the remainder of the measurement period based on the finalization of the detailed valuations and working capital adjustments. The following table represents the preliminary and updated preliminary purchase price allocation (in thousands):

|                                | Preliminary<br>Purchase<br>Price<br>Allocation<br>as of<br>March 4,<br>2016 | Adjustments | Updated<br>Preliminary<br>Purchase<br>Price<br>Allocation<br>as of<br>October 29,<br>2016 |
|--------------------------------|-----------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------------|
| Accounts and other receivables | \$ 1,623                                                                    | \$ (287 )   | \$ 1,336                                                                                  |
| Inventory                      | 30,152                                                                      | 291         | 30,443                                                                                    |
| Other current assets           | 191                                                                         | 335         | 526                                                                                       |
| Property and equipment         | 1,221                                                                       | 22          | 1,243                                                                                     |



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|                                                  |            |           |     |            |
|--------------------------------------------------|------------|-----------|-----|------------|
| Goodwill                                         | 54,785     | (3,476    | )   | 51,309     |
| Other intangible assets <sup>(1)</sup>           | 41,301     | (200      | )   | 41,101     |
| Accounts payable and other long-term liabilities | (12,862    | )         | 227 | (12,635 )  |
| Total preliminary purchase price                 | \$ 116,411 | \$ (3,088 | )   | \$ 113,323 |

(1) The preliminary fair value of intangible assets of \$41.1 million includes \$24.0 million for online retailer relationships with a 10 year amortizable life; \$11.0 million for trade names with a 15 year amortizable life; \$5.7 million for non-compete agreements with a 5 year amortizable life; and \$0.4 million for customer relationships with a 5 year amortizable life. Amortization expense related to these definite-lived intangibles was \$2.9 million for the nine months ended October 29, 2016. The estimated fair values of the intangible assets were determined using various methods under the income approach, which includes establishing a forecast of the estimated future net cash flows expected to accrue directly or indirectly to the owner of

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the asset over its remaining useful life and discounting these estimated future net cash flows to their present value using a market rate of return.

The reduction of the preliminary purchase price of \$3.1 million includes a decrease in the contingent consideration liability of \$2.2 million. The Company re-evaluated the liability based on additional information about facts and circumstances that existed at the acquisition date that were obtained after that date, which qualify as measurement period adjustments, and represent a reduction to the opening goodwill balance. The remaining \$0.9 million decrease in the preliminary purchase price relates to a working capital settlement DSW Inc. will receive from Ebuys, which also reduced the opening goodwill balance. The other adjustments noted above represent minor measurement period adjustments that offset goodwill and have no impact to the purchase price.

Per ASC Topic 805, Business Combinations, the acquirer shall disclose pro-forma financial information as though the business combination had occurred as of the beginning of the comparable prior annual reporting period. For the acquisition of Ebuys in March 2016, pro-forma information was not practicable to obtain as of the time that financial statements were ready for issuance.

In connection with the acquisition of Ebuys, the Company adopted or updated the following significant accounting policies:

**Business Combinations-** In accordance with ASC Topic 805, Business Combinations, the Company recognizes assets acquired and liabilities assumed in business combinations, including contingent assets and liabilities, based on fair value estimates as of the date of acquisition. The purchase price allocation process requires management to make significant estimates and assumptions with respect to the fair value of any intangible assets acquired, deferred revenues assumed, or contingent consideration within the arrangement. Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions or estimates.

**Contingent Consideration-** The Company agreed to pay additional amounts to the sellers contingent upon achievement of certain negotiated goals. The Company has recognized a liability for this contingent obligation based on its estimated fair value at the date of acquisition with any differences between the acquisition-date fair value and the ultimate settlement of the obligation being recognized as an adjustment to income from operations. For the three and nine months ended October 29, 2016, the change in fair value of contingent consideration, which represents the accretion related to the contingent consideration liability, was \$1.5 million and \$5.1 million, respectively, which is recognized within the statement of operations.

**Inventories-** Merchandise inventories for Ebuys are accounted for using the cost method, where the cost is based on invoice cost.

### 3. SIGNIFICANT ACCOUNTING POLICIES AND RECENT ACCOUNTING PRONOUNCEMENTS

A description of the Company's significant accounting policies is included in the Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

#### Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") and the International Accounting Standards Board ("IASB") released Accounting Standards Update ("ASU") 2014-09 on the recognition of revenue from contracts with customers that is designed to create greater comparability for financial statement users across industries and

jurisdictions. The standard will take effect for public companies for annual reporting periods beginning after December 15, 2017, including interim reporting periods. The Company has completed an assessment identifying areas of impact for the business, including the Company's loyalty program and co-branded credit card. The Company is currently assessing and evaluating these results and developing an implementation plan, as well as evaluating the transition methods for adoption of the standard.

In April 2015, the FASB released ASU 2015-05 to provide guidance to customers concerning whether a cloud computing arrangement includes a software license. Under this new standard, (1) if a cloud computing arrangement includes a software license, the software license element of the arrangement should be accounted for in a manner consistent with the acquisition of other software licenses, or, (2) if the arrangement does not include a software license, the arrangement should be accounted for as a service contract. The standard took effect for public companies for annual reporting periods beginning after December 15, 2015, including interim reporting periods. The Company has adopted the new standard and is applying the new guidance prospectively. For the quarter ended October 29, 2016, the impact of the standard on the Company's financial statements is immaterial.

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In January 2016, the FASB released ASU 2016-01, which aims to improve and achieve convergence of the FASB and IASB standards on the accounting for financial instruments. The ASU will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. An entity should apply the amendments by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

In February 2016, the FASB released ASU 2016-02, which will increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet. The standard will take effect for public companies for annual reporting periods beginning after December 15, 2018, including interim reporting periods. Early application will be permitted for all entities upon issuance of the final standard. In addition, the FASB has decided to require a lessee to apply a modified retrospective transition approach for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements (the date of initial application). The modified retrospective approach would not require any transition accounting for leases that expired before the date of initial application. The FASB decided to not permit a full retrospective transition approach. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

In March 2016, the FASB released ASU 2016-07, which will eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The ASU will be effective for fiscal years beginning after December 15, 2016, including interim reporting periods. The update should be applied prospectively upon effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

In March 2016, the FASB released ASU 2016-09, which simplifies the guidance surrounding several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The standard will take effect for public companies for annual reporting periods beginning after December 15, 2016, including interim reporting periods. The Company is currently evaluating the impact of the standard on its financial statements and disclosures.

#### 4. RELATED PARTY TRANSACTIONS

Schottenstein Affiliates- As of October 29, 2016, the Schottenstein Affiliates (entities owned or controlled by Jay L. Schottenstein, the executive chairman of the DSW Inc. Board of Directors, and members of his family) beneficially owned approximately 18% of outstanding DSW Inc. Common Shares, representing approximately 51% of the combined voting power of outstanding DSW Inc. Common Shares. As of October 29, 2016, the Schottenstein Affiliates beneficially owned 7.2 million Class A Common Shares and 7.7 million Class B Common Shares.

The Company leases its fulfillment center and certain store locations owned by Schottenstein Affiliates and purchases services and products from Schottenstein Affiliates. Accounts receivable from and payable to affiliates principally result from commercial transactions or affiliate transactions and normally settle in the form of cash in 30 to 60 days. Related party balances are disclosed on the Condensed Consolidated Balance Sheets.

License Agreement with Town Shoes- DSW Shoe Warehouse, Inc., a wholly-owned subsidiary of DSW Inc., licenses the use of its trade name and trademark, DSW Designer Shoe Warehouse, to its equity investee, Town Shoes, for a fee calculated as of a fixed percent of sales. The license is exclusive and non-transferable for use in Canada. Town Shoes pays DSW Inc. a percentage of net sales from its Canadian DSW stores on a monthly basis. The Canadian DSW stores operate in a manner similar to DSW stores in the United States and are required to maintain the standards and specifications that DSW uses to operate its own stores. DSW Inc. classifies the royalty fee as net sales.

Accounts Receivable from Related Parties- As of October 29, 2016, the Company had \$1.0 million in accounts receivable from related parties. This amount was primarily related to the management agreement with Town Shoes, certain information technology and administrative fees related to the Company's arrangement with Town Shoes and certain working capital settlement amounts related to the Company's Ebuys acquisition.

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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

## 5. EARNINGS PER SHARE AND SHAREHOLDERS' EQUITY

Earnings per Share- Basic earnings per share is based on net income and a simple weighted average of common shares outstanding. Diluted earnings per share reflects the potential dilution of common shares adjusted for outstanding stock options, restricted stock units ("RSUs") and performance-based restricted stock units ("PSUs") calculated using the treasury stock method.

The following table is a reconciliation of the number of shares used in the calculation of diluted earnings per share computations for the periods presented:

|                                                                | Three months ended |        | Nine months ended |        |
|----------------------------------------------------------------|--------------------|--------|-------------------|--------|
|                                                                | October 29, 2016   |        | October 31, 2015  |        |
|                                                                | 2016               | 2015   | 2016              | 2015   |
|                                                                | (in thousands)     |        |                   |        |
| Weighted average shares outstanding                            | 82,026             | 87,493 | 82,011            | 88,244 |
| Assumed exercise of dilutive stock options                     | 339                | 640    | 407               | 751    |
| Assumed exercise of dilutive RSUs and PSUs                     | 172                | 236    | 225               | 234    |
| Number of shares for computation of diluted earnings per share | 82,537             | 88,369 | 82,643            | 89,229 |

Options, RSUs and PSUs- The number of potential common shares that were not included in the computation of dilutive earnings per share because the effect would be anti-dilutive was approximately 3.1 million and 2.1 million for the three months ended October 29, 2016 and October 31, 2015, respectively, and 3.3 million and 1.8 million for the nine months ended October 29, 2016 and October 31, 2015, respectively.

Shareholders' Equity- During the three and nine months ended October 29, 2016, DSW Inc. repurchased a total of 2.0 million Class A common shares at a cost of \$42.7 million, with \$40.8 million remaining under the share repurchase program, which may be suspended, modified or discontinued at any time. The Company has no obligation to repurchase any amount of its common shares under the program. Shares will be repurchased on the open market at times and in amounts considered appropriate by the Company based on price and market conditions. See Note 16 for discussion on additional share repurchase activity that occurred subsequent to October 29, 2016.

## 6. STOCK-BASED COMPENSATION

The DSW Inc. 2014 Long-Term Incentive Plan ("the 2014 Plan") provides for the issuance of equity awards to purchase up to 8.5 million DSW Inc. Common Shares. The Company began issuing shares under the 2014 Plan after the DSW Inc. 2005 Equity Incentive Plan expired in the second quarter of fiscal 2015. The 2014 Plan covers stock options, RSUs, PSUs, director stock units ("DSUs") and stock appreciation rights ("SARs"). Eligible recipients include key employees of DSW Inc. and affiliates, as well as directors. Options generally vest 20% per year on a cumulative basis. Options granted under the 2014 Plan generally remain exercisable for a period of ten years from the date of grant.

Stock-Based Compensation Expense- The following table summarizes stock-based compensation expense for the periods presented:

|  | Three months ended | Nine months ended |
|--|--------------------|-------------------|
|--|--------------------|-------------------|

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October 31, 2016    October 31, 2015    October 31, 2016    October 31, 2015

(in thousands)

|                                          |         |          |          |           |
|------------------------------------------|---------|----------|----------|-----------|
| Stock options                            | \$1,313 | \$ 1,539 | \$4,538  | \$ 5,165  |
| Restricted stock units                   | 782     | 586      | 2,651    | 1,986     |
| Performance-based restricted stock units | 547     | 915      | 1,779    | 2,617     |
| Director stock units                     | 198     | 44       | 1,188    | 969       |
| Total                                    | \$2,840 | \$ 3,084 | \$10,156 | \$ 10,737 |

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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Stock Options, RSUs, PSUs and DSUs- The following table summarizes all stock-based compensation activity:

|                                  | Nine months ended<br>October 29, 2016 |        |        |       |
|----------------------------------|---------------------------------------|--------|--------|-------|
|                                  | Stock<br>Options                      | RSUs   | PSUs   | DSUs  |
|                                  | (in thousands)                        |        |        |       |
| Outstanding, beginning of period | 3,849                                 | 372    | 293    | 305   |
| Granted                          | 835                                   | 187    | 114    | 64    |
| Exercised/Vested                 | (266 )                                | (106 ) | (133 ) | (60 ) |
| Forfeited                        | (443 )                                | (81 )  | (27 )  | —     |
| Outstanding, end of period       | 3,975                                 | 372    | 247    | 309   |
| Exercisable, end of period       | 2,071                                 | —      | —      | —     |

The following table summarizes the total compensation cost related to nonvested shares not yet recognized and the weighted average expense recognition period remaining (amounts in thousands):

|                                             | Nine months ended<br>October 29, 2016 |              |              |
|---------------------------------------------|---------------------------------------|--------------|--------------|
|                                             | Stock<br>Options                      | RSUs         | PSUs         |
| Unrecognized compensation cost              | \$13,118                              | \$6,601      | \$4,453      |
| Weighted average expense recognition period | 2.1<br>years                          | 1.8<br>years | 1.9<br>years |

The following table illustrates the weighted average assumptions used in the Black-Scholes pricing model for options granted in each of the periods presented:

|                                               | Nine months ended |                  |
|-----------------------------------------------|-------------------|------------------|
| Assumptions:                                  | October 29, 2016  | October 31, 2015 |
| Risk-free interest rate                       | 1.5%              | 1.4%             |
| Expected volatility of DSW Inc. Common Shares | 36.0%             | 37.9%            |
| Expected option term                          | 5.4 years         | 5.1 years        |
| Dividend yield                                | 3.0%              | 2.1%             |
| Other Data:                                   |                   |                  |
| Weighted average grant date fair value        | \$6.59            | \$10.09          |

## 7. INVESTMENTS

For the available-for-sale bonds and term notes, the carrying value, plus any unrealized gains or losses, equals the fair value. The unrealized holding gains or losses for the available-for-sale securities are reported in other comprehensive income. The Company accounts for its purchases and sales of investments on the trade date of the investment. The classification of available-for-sale securities is based on management's intention of the use of the investments. The Company used a portion of these investments for its acquisition of Ebuys (see Note 2 for additional discussion on the acquisition of Ebuys).





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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

The following table discloses the major categories of the Company's investments as of the dates presented:

|                                                                    | Short-term investments |                  |                  | Long-term investments |                  |                  |
|--------------------------------------------------------------------|------------------------|------------------|------------------|-----------------------|------------------|------------------|
|                                                                    | October 29, 2016       | January 30, 2016 | October 31, 2015 | October 29, 2016      | January 30, 2016 | October 31, 2015 |
|                                                                    | (in thousands)         |                  |                  |                       |                  |                  |
| Available-for-sale securities:                                     |                        |                  |                  |                       |                  |                  |
| Carrying value                                                     | \$78,497               | \$225,985        | \$ —             | —\$76,206             | \$72,153         | \$306,792        |
| Unrealized gains included in accumulated other comprehensive loss  | 156                    | 477              | —                | 29                    | 22               | 207              |
| Unrealized losses included in accumulated other comprehensive loss | (141 )                 | (435 )           | —                | (109 )                | (222 )           | (516 )           |
| Total investments                                                  | \$78,512               | \$226,027        | \$ —             | —\$76,126             | \$71,953         | \$306,483        |

## 8. FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Therefore, fair value is a market-based measurement based on assumptions of the market participants. As a basis for these assumptions, the Company classifies its fair value measurements under the following fair value hierarchy:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that are publicly accessible. Active markets have frequent transactions with enough volume to provide ongoing pricing information. Level 2 inputs are other than level 1 inputs that are directly or indirectly observable. These can include unadjusted quoted prices for similar assets or liabilities in active markets, unadjusted quoted prices for identical assets or liabilities in inactive markets or other observable inputs.

Level 3 inputs are unobservable inputs.

Financial Assets and Liabilities- The following table presents financial assets and liabilities at fair value as of the dates presented:

|                                                | October 29, 2016 |          |          |         | January 30, 2016 |          |           |         | October 31, 2015 <sup>(1)</sup> |          |           |
|------------------------------------------------|------------------|----------|----------|---------|------------------|----------|-----------|---------|---------------------------------|----------|-----------|
|                                                | Total            | Level 1  | Level 2  | Level 3 | Total            | Level 1  | Level 2   | Level 3 | Total                           | Level 1  | Level 2   |
|                                                | (in thousands)   |          |          |         |                  |          |           |         |                                 |          |           |
| Financial assets:                              |                  |          |          |         |                  |          |           |         |                                 |          |           |
| Cash and equivalents                           | \$60,962         | \$60,962 | —        | —       | \$32,495         | \$32,495 | —         | —       | \$90,019                        | \$90,019 | —         |
| Short-term investments <sup>(a)</sup>          | 78,512           | 2,547    | \$75,965 | —       | 226,027          | 2,127    | \$223,900 | —       | —                               | —        | —         |
| Long-term investments <sup>(a)</sup>           | 76,126           | 405      | 75,721   | —       | 71,953           | 181      | 71,772    | —       | 306,483                         | 4,392    | \$302,091 |
| Cost method investments <sup>(b)</sup>         | 7,250            | —        | —        | \$7,250 | 6,000            | —        | —         | \$6,000 | —                               | —        | —         |
| Note receivable from Town Shoes <sup>(c)</sup> | 44,431           | —        | 44,431   | —       | 33,311           | —        | 33,311    | —       | 45,930                          | —        | 45,930    |

|                                          |           |          |           |          |           |          |           |         |           |          |           |
|------------------------------------------|-----------|----------|-----------|----------|-----------|----------|-----------|---------|-----------|----------|-----------|
| Total financial assets                   | \$267,281 | \$63,914 | \$196,117 | \$7,250  | \$369,786 | \$34,803 | \$328,983 | \$6,000 | \$442,432 | \$94,411 | \$348,021 |
| Financial liabilities:                   |           |          |           |          |           |          |           |         |           |          |           |
| Stock appreciation rights <sup>(d)</sup> | —         | —        | —         | —        | \$561     | —        | \$561     | —       | \$891     | —        | \$891     |
| Contingent consideration <sup>(e)</sup>  | \$58,923  | —        | —         | \$58,923 | —         | —        | —         | —       | —         | —        | —         |
| Total financial liabilities              | \$58,923  | \$—      | \$—       | \$58,923 | \$561     | \$—      | \$561     | \$—     | \$891     | \$—      | \$891     |

(1) There were no Level 3 measurements as of October 31, 2015.

(a) Short-term and long-term investments are valued using a market-based approach using Level 2 inputs such as prices of similar assets in active markets.

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(b) Cost method investments are valued using Level 3 inputs. The fair value approximates the carrying value as there have been no triggering events that would indicate impairment.

(c) The Company estimated the fair value of the note receivable based upon current interest rates offered on similar instruments. The change in fair value is based on the change in comparable rates on similar instruments. Based on the Company's intention and ability to hold the note until maturity or the exercise of the put/call option (see Note 2), the carrying value is not other-than-temporarily impaired.

(d) Stock appreciation rights are valued using the Black-Scholes model. The unexercised SARs expired in June 2016, and the Company reversed the remaining liability.

(e) Included in the Level 3 liabilities is the contingent consideration liability related to the Company's acquisition of Ebuys. The liability is adjusted to fair value each reporting period. The categorization of the framework used to price the liability is considered Level 3 due to the subjective nature of the unobservable inputs used to determine the fair value.

Level 3 Measurements- Financial assets and liabilities are considered Level 3 when the fair values are determined using pricing models, discounted cash flow methodologies, or similar techniques and at least one significant model assumption or input is unobservable.

The following table presents activity related to Level 3 fair value measurements for cost method investments for the periods presented:

|                                     | Fiscal period ended |                  |
|-------------------------------------|---------------------|------------------|
|                                     | October 29, 2016    | January 30, 2016 |
|                                     | (in thousands)      |                  |
| Carrying value, beginning of period | \$6,000             | —                |
| Additional cost method investment   | 1,250               | \$ 6,000         |
| Carrying value, end of period       | \$7,250             | \$ 6,000         |

The following table presents activity related to Level 3 fair value measurements for DSW Inc.'s contingent consideration liability for the period presented:

|                                                       | Nine months ended October 29, 2016 |
|-------------------------------------------------------|------------------------------------|
|                                                       | (in thousands)                     |
| Balance, acquisition date of contingent consideration | \$ 53,843                          |
| Change in fair value of contingent consideration      | 5,080                              |
| Balance, end of period                                | \$ 58,923                          |

Non-Financial Assets- The Company evaluates the carrying amount of its long-lived assets, primarily property and equipment, and finite-lived intangible assets when events and circumstances warrant such a review to ascertain if any assets have been impaired. For the nine months ended October 29, 2016, there was no impairment. For the nine

months ended October 31, 2015, there was a full impairment related to one store in the ABG segment of \$0.4 million, recorded in cost of sales, where the future expected cash flows would not recover the carrying amount of its long-lived assets.

## 9. DEBT OBLIGATIONS

The Company has a \$100 million Secured Credit Facility and a \$50 million Letter of Credit Agreement, which are described more fully in the Annual Report on Form 10-K for the fiscal year ended January 30, 2016. As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company had no outstanding borrowings or letters of credit under the Credit Facility with availability of \$100 million, \$100 million and \$50 million, respectively. As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company had \$4.9 million, \$7.1 million and \$4.2 million, respectively, in outstanding letters of credit under the Letter of Credit Agreement, and \$5.3 million, \$7.7 million and \$4.7 million, respectively, in restricted cash on deposit as collateral under the Letter of Credit Agreement. The restricted cash balance is recorded in prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets.

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## 10. PROPERTY AND EQUIPMENT, NET

The balance sheet caption "Property and equipment, net" was comprised of the following as of the periods presented:

|                                                | October 29,<br>2016 | January 30,<br>2016 | October 31,<br>2015 |
|------------------------------------------------|---------------------|---------------------|---------------------|
|                                                | (in thousands)      |                     |                     |
| Land                                           | \$1,110             | \$1,110             | \$1,110             |
| Furniture, fixtures and equipment              | 412,801             | 385,780             | 368,886             |
| Software                                       | 134,562             | 120,567             | 117,393             |
| Buildings, building and leasehold improvements | 404,806             | 385,861             | 379,176             |
| Total property and equipment                   | 953,279             | 893,318             | 866,565             |
| Accumulated depreciation and amortization      | (572,061 )          | (519,077 )          | (502,312 )          |
| Property and equipment, net                    | \$381,218           | \$374,241           | \$364,253           |

## 11. ACCRUED EXPENSES

The balance sheet caption "Accrued expenses" was comprised of the following as of the periods presented:

|                                       | October 29,<br>2016 | January 30,<br>2016 | October 31,<br>2015 |
|---------------------------------------|---------------------|---------------------|---------------------|
|                                       | (in thousands)      |                     |                     |
| Gift cards and merchandise credits    | \$36,455            | \$43,446            | \$34,016            |
| Compensation                          | 23,872              | 8,042               | 14,712              |
| Taxes                                 | 29,658              | 17,004              | 21,122              |
| Customer loyalty program              | 11,914              | 10,084              | 13,455              |
| Other accrued expenses <sup>(1)</sup> | 41,754              | 29,224              | 34,590              |
| Total accrued expenses                | \$143,653           | \$107,800           | \$117,895           |

(1) Other accrued expenses is comprised of deferred revenue, sales return allowance, stock appreciation rights (as of January 30, 2016 and October 31, 2015) and various other accrued expenses, including advertising, professional fees and rent.

## 12. NON-CURRENT LIABILITIES

The balance sheet caption "Non-current liabilities" was comprised of the following as of the periods presented:

|                                              | October 29,<br>2016 | January 30,<br>2016 | October 31,<br>2015 |
|----------------------------------------------|---------------------|---------------------|---------------------|
|                                              | (in thousands)      |                     |                     |
| Construction and tenant allowances           | \$90,359            | \$86,777            | \$88,257            |
| Deferred rent                                | 38,218              | 37,650              | 38,056              |
| Other non-current liabilities <sup>(1)</sup> | 16,077              | 16,332              | 16,521              |
| Total non-current liabilities                | \$144,654           | \$140,759           | \$142,834           |

(1) Other non-current liabilities is comprised of a reserve for a lease of an office facility assumed in the merger with Retail Ventures, Inc. ("RVI"), income tax reserves and deferred compensation. As of October 29, 2016, the accrual

related to the office facility was \$8.2 million.

### 13. SEGMENT REPORTING

The Company's operating segments are the DSW segment, which includes DSW stores and dsw.com, the ABG segment and Other, which includes Ebuys and the Company's investment in Town Shoes. The Company has identified such segments based on internal management reporting and responsibilities and measures segment profit as gross profit, which is defined as net sales less cost of sales. All operations are located in the United States and its territories. As of October 29, 2016, the goodwill balance of \$77.2 million is made up of \$25.9 million recorded in the DSW segment (consistent with prior periods) and \$51.3

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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

million recorded in Other related to Ebuys.

|                                     | DSW<br>segment | ABG<br>segment | Other <sup>(1)</sup> | Total       |
|-------------------------------------|----------------|----------------|----------------------|-------------|
| (in thousands)                      |                |                |                      |             |
| Three months ended October 29, 2016 |                |                |                      |             |
| Net sales                           | \$639,136      | \$36,154       | \$21,326             | \$696,616   |
| Gross profit                        | 203,978        | 7,850          | (48)                 | 211,780     |
| Capital expenditures                | 20,967         | 375            | 68                   | 21,410      |
| Three months ended October 31, 2015 |                |                |                      |             |
| Net sales                           | \$628,778      | \$36,742       | \$—                  | \$665,520   |
| Gross profit                        | 190,903        | 8,063          | —                    | 198,966     |
| Capital expenditures                | 27,990         | 371            | —                    | 28,361      |
| Nine months ended October 29, 2016  |                |                |                      |             |
| Net sales                           | \$1,866,096    | \$114,738      | \$55,993             | \$2,036,827 |
| Gross profit                        | 573,283        | 25,880         | 3,835                | 602,998     |
| Capital expenditures                | 64,226         | 843            | 82                   | 65,151      |
| Nine months ended October 31, 2015  |                |                |                      |             |
| Net sales                           | \$1,833,572    | \$114,640      | \$—                  | \$1,948,212 |
| Gross profit                        | 579,703        | 23,623         | —                    | 603,326     |
| Capital expenditures                | 81,563         | 589            | —                    | 82,152      |
| Total Assets                        |                |                |                      |             |
| As of October 29, 2016              | \$1,046,887    | \$106,879      | \$278,149            | \$1,431,915 |
| As of January 30, 2016              | 1,126,179      | 105,259        | 137,671              | 1,369,109   |
| As of October 31, 2015              | 1,196,332      | 117,772        | 143,924              | 1,458,028   |

(1) Other includes assets, liabilities and expenses of Ebuys (see Note 2). Other assets also includes the Company's investment in Town Shoes (see Note 2).

#### 14. INCOME TAXES

The provision for income taxes is based on the current estimate of the annual effective tax rate and is adjusted as necessary for quarterly events. The effective tax rate reflects the impact of federal, state and local, and foreign taxes, as well as tax on the income or loss from Town Shoes. The effective tax rate for the three and nine months ended October 29, 2016 is 39.7% and 39.1%, respectively. The effective tax rate for the three and nine months ended October 31, 2015 was 39.4% and 38.3%, respectively.

#### 15. COMMITMENTS AND CONTINGENCIES

**Legal Proceedings-** The Company is involved in various legal proceedings that are incidental to the conduct of its business. Although it is not possible to predict with certainty the eventual outcome of any litigation, in the opinion of management, the amount of any potential liability with respect to current legal proceedings will not be material to results of operations or financial condition. As additional information becomes available, the Company will assess the



potential liability related to its pending litigation and revise the estimates as needed.

Merger with Retail Ventures, Inc. ("the Merger")- As of the effective time of the Merger, a subsidiary of DSW Inc. assumed the obligations under RVI's guarantees related to discontinued operations. DSW Inc. may become subject to various risks related to guarantees and in certain circumstances may be responsible for certain other liabilities related to these discontinued operations. In the first quarter of fiscal 2015, the Company recorded a \$2.0 million benefit from the final distribution from the bankruptcy debtor's estates related to Filene's Basement's bankruptcy in 2011 within the consolidated statement of operations.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Contractual Obligations- As of October 29, 2016, the Company has entered into various construction commitments, including capital items to be purchased for projects that were under construction, or for which a lease has been signed. The Company's obligations under these commitments were \$1.3 million as of October 29, 2016. In addition, the Company has signed lease agreements for 21 new DSW store locations, expected to be opened in fiscal 2016, 2017 and 2018, with total annualized rent of \$11.6 million. In connection with the new lease agreements, the Company will receive a total of \$8.6 million of construction and tenant allowance reimbursements for expenditures at these locations.

The Company also has purchase obligations, which as defined by the SEC, are agreements to purchase goods or services that is enforceable and legally binding on us and that specifies all significant terms, including: fixed or minimum quantities to be purchased, fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase obligations are described more fully in the Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

16. SUBSEQUENT EVENTS

Dividends- On November 22, 2016, DSW Inc.'s Board of Directors declared a quarterly cash dividend payment of \$0.20 per share. The dividend will be paid on December 30, 2016 to shareholders of record at the close of business on December 16, 2016. The payment of any future dividends is at the discretion of the Board of Directors and is based on future earnings, cash flow, financial condition, capital requirements, changes in taxation laws, general economic condition and any other relevant factors.

Share Repurchase Activity- Subsequent to October 29, 2016, DSW Inc. repurchased 0.4 million Class A common shares at a cost of \$7.3 million. Life to date, the Company has repurchased a total of 12.6 million Class A common shares at a cost of \$316.5 million, with \$33.5 million remaining under its share repurchase plan.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

All references to “we,” “us,” “our,” or the “Company” in this Quarterly Report on Form 10-Q mean DSW Inc. and its wholly owned subsidiaries. DSW refers to the DSW segment, which includes DSW stores and dsw.com. DSW Inc. Class A Common Shares are listed for trading under the ticker symbol “DSW” on the New York Stock Exchange.

### Company Overview

DSW is the destination for fabulous brands at a great value every single day. With a breathtaking assortment of shoes, handbags and accessories for women, men and kids in 498 stores nationwide and on dsw.com, DSW strives to delight customers with finding the perfect shoe at an incredible price. Our DSW stores average approximately 21,000 square feet and carry approximately 23,000 pairs of shoes. In addition, our DSW Rewards loyalty program means shopping comes with perks; members earn points towards certificates every time they purchase. We believe this combination of assortment, convenience and value differentiates us from our competitors and appeals to consumers from a broad range of socioeconomic and demographic backgrounds.

As a segment of DSW Inc., the Affiliated Business Group ("ABG") partners with multi-category retailers to develop strategies and business models for targeted shoe assortments. ABG provides service to 396 store locations and two e-commerce channels through leased partnerships with Stein Mart, Gordmans and Frugal Fannie's.

DSW Inc. also has an equity investment in Town Shoes Limited ("Town Shoes"). Town Shoes is the market leader in branded footwear in Canada, with sales of approximately \$260 million CAD for the nine months ended the third quarter of fiscal 2016. As of October 29, 2016, Town Shoes operated 188 locations across Canada, primarily under The Shoe Company, Shoe Warehouse, Town Shoes and DSW banners, as well as an e-commerce site. In 2014, DSW Inc. entered into a licensing agreement with Town Shoes, which allows Town Shoes to use the DSW Designer Shoe Warehouse trade name for their new larger concept Canadian stores. As of October 29, 2016, there are 23 DSW Designer Shoe Warehouse stores in Canada.

On March 4, 2016, the Company acquired Ebuys, Inc. ("Ebuys"), a leading off price footwear and accessories retailer operating in digital marketplaces. Ebuys sells products to customers located in North America, Europe, Australia and Asia. The transaction supports DSW Inc.'s efforts to grow its market share within footwear and accessories domestically and internationally.

On August 2, 2016, DSW Inc. signed an agreement with Apparel Group as an exclusive franchise partner in the Middle East. The agreement will expand DSW by up to 40 stores across the territory, both in malls and on high street locations, with the first stores planned to open in fiscal 2017.

In an effort to improve its cost structure, the Company has incurred restructuring expenses comprising of severance and professional fees for the three and nine months ended October 29, 2016 of \$1.3 million and \$4.1 million, respectively. As of October 29, 2016, \$1.3 million is included in accrued expenses on the Company's Condensed Consolidated Balance Sheets primarily related to unpaid severance costs.

### Cautionary Statement Regarding Forward-Looking Information for Purposes of the “Safe Harbor” Provisions of the Private Securities Litigation Reform Act of 1995

Some of the statements in this Quarterly Report on Form 10-Q contain forward-looking statements which reflect our current views with respect to, among other things, future events and financial performance. Such forward-looking statements can be identified by the use of forward-looking words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “should,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates” or the negative of those words or other comparable words. Any forward-looking statements contained in this Quarterly Report on Form

10-Q are based upon current plans, estimates, expectations and assumptions relating to our operations, results of operations, financial condition, growth strategy and liquidity. The inclusion of this forward-looking information should not be regarded as a representation by us or any other person that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to numerous risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. In addition to those factors described under “Part I, Item 1A. Risk Factors,” in our Form 10-K filed on March 24, 2016, some important factors that could cause actual results, performance or achievements to differ materially from those discussed in forward-looking statements include, but are not limited to, the following:

- our success in opening and operating new stores on a timely and profitable basis;
- maintaining strong relationships with our vendors;
- our ability to anticipate and respond to fashion trends;
- our success in meeting customer expectations;

• disruption of our distribution and/or fulfillment operations;  
 • continuation of agreements and the financial condition of our affiliated business and international partners;  
 • fluctuation of our comparable sales and quarterly financial performance;  
 • risks related to our information systems and data;  
 • failure to retain our key executives or attract qualified new personnel;  
 • our competitiveness with respect to style, price, brand availability and customer service;  
 • our reliance on our DSW Rewards program and marketing to drive traffic, sales and customer loyalty;  
 • uncertain general economic conditions;  
 • our reliance on foreign sources for merchandise and risks inherent to international trade;  
 • risks related to our handling of sensitive and confidential data;  
 • risks related to leases of our properties;  
 • risks related to prior and current acquisitions;  
 • foreign currency exchange risk; and  
 • risks related to our cash and investments.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results, performance or achievements may vary materially from what we have projected. Furthermore, new factors emerge from time to time and it is not possible for management to predict all such factors, nor can management assess the impact of any such factor on the business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

## Results of Operations

The following table includes selected components of our results of operations, expressed as percentages of net sales:

|                                                              | Three months ended  |                     | Nine months ended   |                     |
|--------------------------------------------------------------|---------------------|---------------------|---------------------|---------------------|
|                                                              | October 29,<br>2016 | October 31,<br>2015 | October 29,<br>2016 | October 31,<br>2015 |
| Net sales                                                    | 100.0%              | 100.0%              | 100.0%              | 100.0%              |
| Cost of sales                                                | (69.6)              | (70.1)              | (70.4)              | (69.0)              |
| Gross profit                                                 | 30.4                | 29.9                | 29.6                | 31.0                |
| Operating expenses                                           | (21.2)              | (20.4)              | (21.9)              | (20.9)              |
| Change in fair value of contingent consideration             | (0.2)               | —                   | (0.3)               | —                   |
| Operating profit                                             | 9.0                 | 9.5                 | 7.4                 | 10.1                |
| Interest income, net                                         | 0.1                 | 0.1                 | 0.1                 | 0.1                 |
| Non-operating income (expense)                               | 0.0                 | 0.0                 | 0.0                 | 0.2                 |
| Income before income taxes and income (loss) from Town Shoes | 9.1                 | 9.6                 | 7.5                 | 10.4                |
| Income tax provision                                         | (3.7)               | (3.8)               | (3.0)               | (4.0)               |
| Income (loss) from Town Shoes                                | 0.2                 | 0.1                 | 0.1                 | 0.0                 |
| Net income                                                   | 5.6%                | 5.9%                | 4.6%                | 6.4%                |

Overview. Our reported net income for the nine months ended October 29, 2016 was \$94.0 million, or \$1.14 per diluted share, including pre-tax charges of \$11.5 million, or \$0.09 per share, from purchase accounting, transaction costs and fair market value accounting charges related to the Ebuys acquisition, and \$4.1 million, or \$0.03 per share, from restructuring costs. This compares against last year's net income of \$124.3 million, or \$1.39 per diluted share.



## Three and Nine months ended October 29, 2016 Compared to Three and Nine months ended October 31, 2015

Net Sales. Net sales for the third quarter of fiscal 2016 increased 4.7% compared to the third quarter of fiscal 2015. Net sales for the nine months ended October 29, 2016 increased 4.5% compared to the nine months ended October 31, 2015. The following table summarizes the net change in our net sales:

|                                                         | Three months ended October 29, 2016 | Nine months ended October 29, 2016 |
|---------------------------------------------------------|-------------------------------------|------------------------------------|
|                                                         | (in millions)                       |                                    |
| Net sales for the same period last year                 | \$665.5                             | \$1,948.2                          |
| Decrease in comparable sales                            | (12.9)                              | (30.5)                             |
| Increase due to Ebuys sales                             | 21.3                                | 56.0                               |
| Net increase from non-comparable and closed store sales | 22.7                                | 63.1                               |
| Net sales for the current period                        | \$696.6                             | \$2,036.8                          |

The following table summarizes our net sales by segment and in total:

|                      | Three months ended |                  | Nine months ended |                  |
|----------------------|--------------------|------------------|-------------------|------------------|
|                      | October 29, 2016   | October 31, 2015 | October 29, 2016  | October 31, 2015 |
|                      | (in thousands)     |                  |                   |                  |
| DSW segment          | \$639,136          | \$628,778        | \$1,866,096       | \$1,833,572      |
| ABG segment          | 36,154             | 36,742           | 114,738           | 114,640          |
| Other <sup>(1)</sup> | 21,326             | —                | 55,993            | —                |
| Total DSW Inc.       | \$696,616          | \$665,520        | \$2,036,827       | \$1,948,212      |

(1) Other represents net sales for Ebuys.

The following table summarizes our comparable sales change by reportable segment and in total:

|                | Three months ended |                  | Nine months ended |                  |
|----------------|--------------------|------------------|-------------------|------------------|
|                | October 29, 2016   | October 31, 2015 | October 29, 2016  | October 31, 2015 |
| DSW segment    | (1.8)%             | (3.9)%           | (1.5)%            | 0.8%             |
| ABG segment    | (4.6)%             | (3.0)%           | (3.1)%            | 1.0%             |
| Total DSW Inc. | (2.0)%             | (3.9)%           | (1.6)%            | 0.9%             |

Our increase in total net sales for the three and nine months ended October 29, 2016 was driven by the DSW segment and incremental sales from the acquisition of Ebuys. Within the DSW segment, marketing activities drove a low single digit increase in transactions with an improvement in new customer acquisition. This was offset by a low single digit decline in average dollar sales due to shifts in category mix. Digital demand increased including growth of our drop ship business. Stores fulfilled close to a third of digital demand this quarter, led by the adoption of our buy online, pick-up and ship-to-store programs.

The women's and men's categories performed in line with the chain's low single digit comparable sales decline, as athletic continued to exert its strong influence in each category. We updated our brand mix to reflect better value in men's dress and casual, greater athletic-inspired styling and introduced a number of new and emerging brands to the customer. Also, by the end of the third quarter of fiscal 2016 we had launched our kids assortment in 224 stores.

Sales for the ABG segment remained relatively flat for the three and nine months ended October 29, 2016, while revenue from our Ebuys acquisition (included in Other above) contributed \$21.3 million and \$56.0 million for the three and nine months ended October 29, 2016, respectively.

**Gross Profit.** Gross profit is defined as net sales less cost of sales. Gross profit increased as a percentage of net sales to 30.4% in the third quarter of fiscal 2016 from 29.9% in the third quarter of fiscal 2015. Gross profit decreased as a percentage of net sales to 29.6% for the nine months ended October 29, 2016 from 31.0% for the nine months ended October 31, 2015.



By segment and in total, reported gross profit as a percentage of net sales was:

|                      | Three months ended |                  | Nine months ended |                  |
|----------------------|--------------------|------------------|-------------------|------------------|
|                      | October 29, 2016   | October 31, 2015 | October 29, 2016  | October 31, 2015 |
| DSW segment          | 31.9%              | 30.4%            | 30.7%             | 31.6%            |
| ABG segment          | 21.7%              | 21.9%            | 22.6%             | 20.6%            |
| Other <sup>(1)</sup> | (0.2)%             | —%               | 6.8%              | —%               |
| Total DSW Inc.       | 30.4%              | 29.9%            | 29.6%             | 31.0%            |

(1) Other represents reported gross profit attributable to Ebuys.

The reconciliation of each segment's merchandise margin (as described below under "Non-GAAP Measures", is a measure not under generally accepted accounting principles ("GAAP")) to gross profit (the most comparable GAAP measure) as a percentage of net sales is provided below:

|                                       | Three months ended |                  |  | Nine months ended |                  |
|---------------------------------------|--------------------|------------------|--|-------------------|------------------|
|                                       | October 29, 2016   | October 31, 2015 |  | October 29, 2016  | October 31, 2015 |
| DSW segment gross profit              | 31.9 %             | 30.4 %           |  | 30.7 %            | 31.6 %           |
| Store occupancy expense               | 10.8               | 10.7             |  | 11.1              | 10.8             |
| Distribution and fulfillment expenses | 2.3                | 2.2              |  | 2.2               | 2.1              |
| DSW segment merchandise margin        | 45.0 %             | 43.3 %           |  | 44.0 %            | 44.5 %           |
| ABG segment gross profit              | 21.7 %             | 21.9 %           |  | 22.6 %            | 20.6 %           |
| Occupancy fees                        | 20.7               | 20.3             |  | 20.4              | 21.6             |
| Distribution and fulfillment expenses | 1.1                | 1.1              |  | 1.1               | 1.1              |
| ABG segment merchandise margin        | 43.5 %             | 43.3 %           |  | 44.1 %            | 43.3 %           |
| Other gross profit <sup>(1)</sup>     | (0.2 )%            | — %              |  | 6.8 %             | — %              |
| Marketplace fees                      | 12.4               | —                |  | 11.8              | —                |
| Distribution and fulfillment expenses | 15.5               | —                |  | 13.0              | —                |
| Other merchandise margin              | 27.7 %             | — %              |  | 31.6 %            | — %              |

(1) Other represents reported gross profit attributable to Ebuys.

Gross profit for the third quarter of fiscal 2016 increased 50 basis points as a percentage of net sales. Tighter buys and higher sell through resulted in better margin favorability in clearance. The Company initiated a number of new actions to optimize clearance levels and reduce markdowns. Lower markups and shipping expense growth partly offset the benefit from last year's inventory valuation reserve. Occupancy costs leveraged by 20 basis points while distribution and fulfillment costs deleveraged due to higher fulfillment costs at Ebuys. As part of the integration of Ebuys, the Company accrued additional reserves and took additional markdowns to clear aged inventories. These higher markdowns led to a lower gross profit, however enabled us to enter peak selling season with a better assortment. Gross profit for our ABG segment deleveraged by 20 basis points due to higher occupancy fees.

Gross profit for the nine months ended October 29, 2016 decreased 140 basis points as a percentage of net sales primarily due to lower initial markup from category mix and sharper pricing, as well as higher markdowns, offset by the actions taken to optimize clearance levels and reduce markdowns, as noted above. Distribution and fulfillment costs deleveraged due to a higher mix of digital sales. Gross profit for our ABG segment increased for the nine months ended October 29, 2016 primarily as a result of last year's impairment charges. Other represents gross profit attributable to Ebuys.

Operating Expenses. Reported operating expenses as a percentage of net sales was 21.2% and 20.4% for the third quarter of fiscal 2016 and 2015, respectively, and 21.9% and 20.9% for the nine months ended October 29, 2016 and October 31, 2015, respectively. The change for both periods was driven by the reversal of incentive compensation last year, purchase accounting and transaction costs related to the Ebuys acquisition, as well as restructuring costs as a result of the Company's expense initiative in fiscal year 2016.

**Change in Fair Value of Contingent Consideration.** For the three and nine months ended October 29, 2016, the change in fair value of contingent consideration was \$1.5 million and \$5.1 million, respectively, due to the passage of time. The consideration for our acquisition of Ebuys includes future payments that are contingent upon the achievement of specified milestones. We will revalue our contingent consideration obligation each reporting period. The change in the fair value of contingent consideration is recognized within our statement of operations.

**Interest Income, Net.** Interest income, net, for the three and nine months ended October 29, 2016 decreased \$0.5 million and \$1.0 million, respectively, compared to the three and nine months ended October 31, 2015 due to lower cash and investments. The lower cash balance reflects our investment in Ebuys this year and ongoing share repurchases.

**Non-operating Income (Expense).** DSW Inc. reported a foreign currency gain of \$3.3 million related to the purchase of \$100 million CAD in the first quarter of fiscal 2015. The CAD was invested during the second quarter of fiscal 2015 and any foreign exchange gains/losses are recorded in other comprehensive income. Non-operating income (expense) also includes realized capital gains/losses related to the Company's investment portfolio.

**Income Tax Provision.** The effective tax rate reflects the impact of federal, state and local, and foreign taxes, as well as tax on the income or loss from Town Shoes. The effective tax rate for the three and nine months ended October 29, 2016 is 39.7% and 39.1%, respectively. The effective tax rate for the three and nine months ended October 31, 2015 was 39.4% and 38.3%, respectively.

**Income (Loss) from Town Shoes.** Income (loss) from Town Shoes for the three and nine months ended October 29, 2016 increased \$0.4 million and \$2.1 million, respectively, compared to the three and nine months ended October 31, 2015 due to improved operating results. Income (loss) from Town Shoes includes DSW's portion of the income or loss in Town Shoes' operations, partially offset by interest income on the shareholder note.

#### Seasonality

Our business is subject to seasonal merchandise trends driven by the change in weather conditions and our customers' interest in new seasonal styles. New spring styles are primarily introduced in the first quarter, and new fall styles are primarily introduced in the third quarter.

#### Liquidity and Capital Resources

**Overview.** Our primary ongoing operating cash flow requirements are for inventory purchases, capital expenditures for new stores, improving our information technology systems and infrastructure growth. Our working capital and inventory levels typically build seasonally. We believe that we have sufficient financial resources and access to financial resources at this time. We are committed to a cash management strategy that maintains liquidity to adequately support the operation of the business, pursues our growth strategy and can withstand unanticipated business volatility. We believe that cash generated from our operations, together with our current levels of cash and investments, as well as availability under our revolving credit facility, should be sufficient to maintain our ongoing operations, support seasonal working capital requirements, and fund capital expenditures related to projected business growth.

**Net Working Capital.** Net working capital is defined as current assets less current liabilities. As of October 29, 2016, January 30, 2016 and October 31, 2015, net working capital was \$443.2 million, \$472.2 million and \$364.7 million, respectively. Current ratio is defined as current assets divided by current liabilities. As of October 29, 2016, January 30, 2016 and October 31, 2015, the current ratio was 2.5, 2.5 and 2.3, respectively.

In November 2015, the FASB released ASU 2015-17, which requires entities to present deferred tax assets and deferred tax liabilities as non-current in a classified balance sheet. We elected to early adopt the standard in the fourth quarter of fiscal 2015 and applied the amendments retrospectively to maintain comparability of our balance sheet and related ratios. The change in accounting standard has been applied retrospectively by adjusting the balance sheet for the prior period presented. The table below represents the change in net working capital and the current ratio for the prior period presented as a result of the new ASU:

|                     | As of October<br>31, 2015    |                |
|---------------------|------------------------------|----------------|
|                     | As<br>previously<br>reported | As<br>adjusted |
|                     | (in thousands)               |                |
| Net working capital | \$390.0                      | \$ 364.7       |
| Current ratio       | 2.4                          | 2.3            |

**Operating Cash Flows.** For the nine months ended October 29, 2016, our net cash provided by operations was \$110.6 million compared to \$145.3 million for the nine months ended October 31, 2015 with the change driven primarily by changes in working capital and lower net income.

**Investing Cash Flows.** For the nine months ended October 29, 2016, our net cash provided by investing activities was \$8.3 million compared to net cash used of \$6.8 million for the nine months ended October 31, 2015. During the nine months ended October 29, 2016, we incurred \$65.2 million for capital expenditures, of which \$36.9 million related to new stores and remodels and \$28.3 million related to business infrastructure. During the nine months ended October 29, 2016, we had net sales of short-term and long-term investments of \$145.6 million compared to \$70.8 million during the nine months ended October 31, 2015. The overall change in investment activity for the nine months ended October 29, 2016 was attributable in part to the liquidation of our investments to fund the amount paid of \$59.5 million for the acquisition of Ebuys.

**Financing Cash Flows.** For the nine months ended October 29, 2016, our net cash used in financing activities was \$90.5 million compared to \$110.9 million for the nine months ended October 31, 2015. Net cash used in financing activities was primarily related to the payment of dividends and share repurchases for the nine months ended October 29, 2016 and October 31, 2015.

Free cash flow (a non-GAAP liquidity measure), as described under "Non-GAAP Measures", is defined as cash flows from operating activities less capital expenditures. The table below represents the free cash flow for the periods presented:

|                                      | Nine months ended |                  |
|--------------------------------------|-------------------|------------------|
|                                      | October 29, 2016  | October 31, 2015 |
|                                      | (in thousands)    |                  |
| Cash flows from operating activities | \$110,635         | \$145,315        |
| Less: Capital expenditures           | 65,151            | 82,152           |
| Free cash flow                       | \$45,484          | \$63,163         |

We expect to spend approximately \$85 million for capital expenditures in fiscal 2016, with half going into new stores and store remodels and the other half going into technology investments and other business projects. Our future investments will depend primarily on the number of stores we open and remodel, infrastructure and information technology projects that we undertake and the timing of these expenditures. We plan to open 34 DSW stores in fiscal 2016. During fiscal 2015, the average investment required to open a new DSW store was approximately \$1.4 million, prior to construction and tenant allowances, which averaged \$0.4 million. Of this amount, gross inventory typically accounted for \$0.5 million, fixtures and leasehold improvements typically accounted for \$0.7 million and new store advertising and other new store expenses typically accounted for \$0.2 million.

The Company has a \$100 million Secured Credit Facility and a \$50 million Letter of Credit Agreement, which are described more fully in our Annual Report on Form 10-K for the fiscal year ended January 30, 2016. As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company had no outstanding borrowings or letters of credit under the Credit Facility with availability of \$100 million, \$100 million and \$50 million, respectively. As of October 29, 2016, January 30, 2016 and October 31, 2015, the Company had \$4.9 million, \$7.1 million and \$4.2 million, respectively, in outstanding letters of credit under the Letter of Credit Agreement, and \$5.3 million, \$7.7 million and \$4.7 million, respectively, in restricted cash on deposit as collateral under the Letter of Credit Agreement. The restricted cash balance is recorded in prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets.

#### Contractual Obligations

As of October 29, 2016, we have entered into various construction commitments, including capital items to be purchased for projects that were under construction, or for which a lease has been signed. The Company's obligations under these commitments were \$1.3 million as of October 29, 2016. In addition, the Company has signed lease agreements for 21 new DSW store locations, expected to be opened in fiscal 2016, 2017 and 2018, with total annualized rent of \$11.6 million. In connection with the new lease agreements, the Company will receive a total of \$8.6 million of construction and tenant allowance reimbursements for expenditures at these locations.

The Company also has purchase obligations, which as defined by the SEC, are agreements to purchase goods or services that is enforceable and legally binding on us and that specifies all significant terms, including: fixed or minimum quantities to be purchased, fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase obligations are described more fully in our Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

As of October 29, 2016, we operated all of our stores and our fulfillment center from leased facilities. Ebuys also operates from leased facilities. Lease obligations are accounted for either as operating leases or as capital leases based on a lease by lease review at lease inception. DSW does not have any capital leases of real estate as of October 29, 2016, January 30, 2016 and October 31, 2015.

#### Future Cash

The Company is not dependent on dividends from its foreign subsidiaries to fund its U.S. operations or make distributions to DSW Inc. shareholders. Unremitted earnings from foreign subsidiaries, which are considered to be invested indefinitely, would become subject to income tax if they were remitted as dividends or were lent to DSW Inc. or a U.S. affiliate.

#### Off-Balance Sheet Arrangements

As of October 29, 2016, DSW Inc. has not entered into any "off-balance sheet" arrangements, as that term is described by the Securities and Exchange Commission.

#### Proposed Accounting Standards

The FASB periodically issues Accounting Standards Updates, some of which require implementation by a date falling within or after the close of the fiscal year. See Note 3 to the condensed consolidated financial statements for new accounting standards that will impact the Company.

#### Critical Accounting Policies and Estimates

As discussed in Notes 1 and 3 to our condensed consolidated interim financial statements included elsewhere in this Quarterly Report on Form 10-Q, the preparation of our condensed consolidated interim financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the condensed consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. We base these estimates and judgments on our historical experience and other factors we believe to be relevant, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The process of determining significant estimates is fact-specific and takes into account factors such as historical experience, current and expected economic conditions, product mix, and in some cases, actuarial and appraisal techniques. We constantly re-evaluate these significant factors and make adjustments where facts and circumstances dictate.

#### Non-GAAP Measures

We believe that merchandise margin (a non-GAAP financial measure which reflects gross profit, as a percentage of net sales (under GAAP), adjusted to add back in occupancy expenses and distribution and fulfillment expenses) is beneficial to management and investors in evaluating the performance of our segments and consolidated operations by reflecting overall product earnings. In addition, we believe free cash flow (a non-GAAP liquidity measure which reflects operating activities (under GAAP) less capital expenditures) is also beneficial to management and investors in evaluating the Company's financial condition from operations. We believe that both of these non-GAAP measures provide useful information about the Company's performance and financial condition on a consistent basis and between periods.

Please see the "Results of Operations" and "Liquidity and Capital Resources" sections of Management's Discussion and Analysis for the appropriate reconciliations to their respective GAAP measures. These non-GAAP measures should be

considered supplemental and not a substitute for the Company's results reported in accordance with GAAP for the periods presented. The Company's non-GAAP measures may not be comparable to similarly titled measures used by other companies.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Cash and Equivalents and Investments- Our cash and equivalents have maturities of 90 days or less. At times, cash and equivalents may be in excess of Federal Deposit Insurance Corporation insurance limits. We also have available-for-sale investments.

\$100 Million Credit Facility and \$50 Million Letter of Credit Agreement- As of October 29, 2016, there was no long-term debt outstanding. Future borrowings, if any, would bear interest at rates in accordance with our credit facility and credit agreement and



would be subject to interest rate risk. Because we have no outstanding debt, we do not believe that a hypothetical adverse change of 1% in interest rates would have a material effect on our financial position.

**Foreign Currency Exchange Risk-** As a result of our equity investment in Town Shoes, we are exposed to foreign currency rate risk. We currently do not utilize hedging instruments to mitigate foreign currency exchange risks.

During the first quarter of fiscal 2015, we purchased \$100 million CAD, which we held in Canadian bank accounts. During the second quarter of fiscal 2015, we invested the \$100 million CAD in available-for-sale securities in Canada. As the CAD was fully invested, any gains/losses due to remeasurement will be recorded in other comprehensive income. If the funds are transferred to cash, we will be exposed to foreign currency rate risk due to remeasurement in our statement of operations.

#### Item 4. Controls and Procedures.

##### Evaluation of Disclosure Controls and Procedures

We, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, performed an evaluation of our disclosure controls and procedures, as such term is defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded, as of the end of the period covered by this report, that such disclosure controls and procedures were effective.

##### Changes in Internal Control over Financial Reporting

No change was made in our internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(e), during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings.

The Company's legal proceedings are set forth in Part I, Item 3 of our Annual Report on Form 10-K for the fiscal year ended January 30, 2016.

## Item 1A. Risk Factors.

The Company's risk factors are set forth in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended January 30, 2016 and Part II, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended July 30, 2016.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) Recent sales of unregistered securities. None.

(b) Use of Proceeds. Not applicable.

(c) Purchases of equity securities by the issuer and affiliated purchasers.

Share Repurchase Program- In fiscal 2015, the Board of Directors approved a \$200 million share repurchase program. The share repurchase program may be suspended, modified or discontinued at any time, and the Company has no obligation to repurchase any amount of its common shares under the program. Shares will be repurchased on the open market at times and in amounts considered appropriate by the Company based on price and market conditions. For the three and nine months ended October 29, 2016, DSW Inc. repurchased a total of 2.0 million Class A common shares at a cost of \$42.7 million. As of October 29, 2016, we have repurchased a total of 12.2 million Class A common shares at a cost of \$309.2 million, with \$40.8 million remaining under the program. The shares withheld and repurchased are summarized in the table below (in thousands, except per share amounts):

| Period                                             | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publicly announced programs | Approximate dollar value of shares that may yet be purchased under the programs |
|----------------------------------------------------|----------------------------------|------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| July 31, 2016 to August 27, 2016 <sup>(a)</sup>    | 45                               | \$ 24.20                     | —                                                                       | \$ 83,469                                                                       |
| August 28, 2016 to October 1, 2016 <sup>(a)</sup>  | 2                                | 23.78                        | —                                                                       | 83,469                                                                          |
| October 2, 2016 to October 29, 2016 <sup>(b)</sup> | 2,035                            | 21.04                        | 2,029                                                                   | 40,771                                                                          |
|                                                    | 2,082                            | \$ 21.15                     | 2,029                                                                   | \$ 40,771                                                                       |

(a) The total number of shares repurchased relates to shares withheld in connection with tax payments due upon vesting of employee restricted stock awards.

(b) The total number of shares repurchased includes shares repurchased as part of publicly announced programs (the average price paid per share includes any broker commissions), with the remainder relating to shares withheld in connection with tax payments due upon vesting of employee restricted stock awards.

Item 3. Defaults Upon Senior Securities. None.

Item 4. Mine Safety Disclosures. Not Applicable.

Item 5. Other Information. None.

Item 6. Exhibits. See Index to Exhibits on page 28.

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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 thereunto duly authorized.

DSW INC.

(Registrant)

Date: December 1, 2016 By: /s/ Jared Poff

Jared Poff

SVP and Chief Financial Officer

(principal financial and accounting officer and duly authorized officer)

# INDEX TO EXHIBITS

| Exhibit<br>Number | Description                                                                                                                                                                                        |
|-------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1               | Amended and Restated Articles of Incorporation of DSW Inc. dated November 1, 2013. Incorporated by reference to Exhibit 3.1 to the Company's Form 8-K (file no. 001-32545) filed November 4, 2013. |
| 3.2               | Amended and Restated Code of Regulations of DSW Inc. Incorporated by reference to Exhibit 3.2 to the Company's Form 10-K (file no. 001-32545) filed April 13, 2006.                                |
| 4.1               | Specimen Class A Common Shares Certificate. Incorporated by reference to Exhibit 4.1 to the Company's Form 10-K (file no. 001-32545) filed April 13, 2006.                                         |
| 31.1              | *Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer                                                                                                                                 |
| 31.2              | *Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer                                                                                                                                 |
| 32.1              | *Section 1350 Certification of Chief Executive Officer                                                                                                                                             |
| 32.2              | *Section 1350 Certification of Chief Financial Officer                                                                                                                                             |
| 101               | *XBRL Instance Documents                                                                                                                                                                           |

\* Filed herewith