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FEINBERG STEPHEN
Form SC 13G/A
February 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Retail Ventures, Inc.

(Name of Issuer)

Common shares, without par value

(Title of Class of Securities)

76128Y102

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76128Y102

(1) Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only): Stephen Feinberg

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(2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) N/A (b) N/A

(3) SEC Use Only

(4) Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by
 Each Reporting Person With

(5) Sole Voting Power: 3,407,502*

(6) Shared Voting Power: 0

(7) Sole Dispositive Power: 3,407,502*

(8) Shared Dispositive Power: 0

(9) Aggregate Amount Beneficially Owned by Each Reporting Person: 3,407,502*

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions): *

(11) Percent of Class Represented by Amount in Row (9): 7.2%*

(12) Type of Reporting Person (See Instructions): IA, IN

*As of December 31, 2006 (the "Reporting Date"), Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), holds (A) warrants (the "Convertible Loan Warrants") pursuant to which Cerberus possesses the right, from time to time, in whole or in part, and subject to certain conditions set forth in the Convertible Loan Warrants to (i) acquire common shares of Retail Ventures, Inc. ("RVI"), without par value (the "RVI Common Shares"), at \$4.50 per share, (ii) acquire, from RVI, DSW Inc. ("DSW") Class A Common Shares, no par value (the "DSW Class A Shares"), at \$19.00 per share, or (iii) acquire a combination thereof, and (B) warrants (the "Term Loan Warrants" and, together with the Convertible Loan Warrants, the "Cerberus Warrants") pursuant to which Cerberus possesses the right, from time to time, in whole or in part, and subject to certain conditions set forth in the Term Loan Warrants to (i) acquire RVI Common Shares at \$4.50 per share, (ii) acquire, from RVI, DSW Class A Shares at \$19.00 per share, or (iii) acquire a combination thereof. Subject to the limitation described in this Schedule 13G, as amended, Cerberus has the right to acquire up to 1,333,333 RVI Common Shares upon full exercise of the Convertible Loan Warrants, and up to 2,074,168 RVI Common Shares upon full exercise of the Term Loan Warrants. Each of the Cerberus Warrants, however, provides that in no event shall such warrant be exercisable to the extent that the issuance of RVI Common Shares upon exercise, after taking into account the RVI Common Shares then owned by Cerberus and its affiliates, would result in the beneficial ownership by Cerberus and its affiliates of more than 9.99% of the RVI Common Shares outstanding immediately after giving effect to such exercise. Stephen Feinberg possesses the sole power to vote and the sole power to direct the disposition of all securities held by Cerberus. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 3,407,502 RVI Common Shares, or 7.2% of the RVI Common Shares deemed issued

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and outstanding as of the Reporting Date.

Item 1(a). Name Of Issuer: Retail Ventures, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
3241 Westerville Road, Columbus, Ohio 43224.

Item 2(a). Name of Person Filing: Stephen Feinberg

Item 2(b). Address of Principal Business Office or, if None, Residence:
299 Park Avenue, 22nd Floor, New York, New York 10171.

Item 2(c). Citizenship: United States

Item 2(d). Title of Class of Securities: Common shares, without par value

Item 2(e). CUSIP No.: 76128Y102

Item 3. If This Statement Is Filed Pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a

Not Applicable.

Item 4. Ownership

(a) Amount Beneficially Owned (as of December 31, 2006): 3,407,502*

(b) Percent of Class (as of December 31, 2006): 7.2%*

(c) Number of Shares as to which such person has:

(i) sole power to vote or to direct the vote 3,407,502*

(ii) shared power to vote or to direct the vote 0

(iii) sole power to dispose or to direct the disposition of 3,407,502*

(iv) shared power to dispose or to direct the disposition of 0

*As of December 31, 2006 (the "Reporting Date"), Cerberus Partners, L.P., a Delaware limited partnership ("Cerberus"), holds (A) warrants (the "Convertible Loan Warrants") pursuant to which Cerberus possesses the right, from time to time, in whole or in part, and subject to certain conditions set forth in the Convertible Loan Warrants to (i) acquire common shares of Retail Ventures, Inc. ("RVI"), without par value (the "RVI Common Shares"), at \$4.50 per share, (ii) acquire, from RVI, DSW Inc. ("DSW") Class A Common Shares, no par value (the "DSW Class A Shares"), at \$19.00 per share, or (iii) acquire a combination thereof, and (B) warrants (the "Term Loan Warrants" and, together with the Convertible Loan Warrants, the "Cerberus Warrants") pursuant to which Cerberus possesses the right, from time to time, in whole or in part, and subject to certain conditions set forth in the Term Loan Warrants to (i) acquire RVI Common Shares at \$4.50 per share, (ii) acquire, from RVI, DSW Class A Shares at \$19.00 per share, or (iii) acquire a combination thereof. Subject to the limitation

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described in this Schedule 13G, as amended, Cerberus has the right to acquire up to 1,333,333 RVI Common Shares upon full exercise of the Convertible Loan

Warrants, and up to 2,074,168 RVI Common Shares upon full exercise of the Term Loan Warrants. Each of the Cerberus Warrants, however, provides that in no event shall such warrant be exercisable to the extent that the issuance of RVI Common Shares upon exercise, after taking into account the RVI Common Shares then owned by Cerberus and its affiliates, would result in the beneficial ownership by Cerberus and its affiliates of more than 9.99% of the RVI Common Shares outstanding immediately after giving effect to such exercise. Stephen Feinberg possesses the sole power to vote and the sole power to direct the disposition of all securities held by Cerberus. Thus, as of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Stephen Feinberg is deemed to beneficially own 3,407,502 RVI Common Shares, or 7.2% of the RVI Common Shares deemed issued and outstanding as of the Reporting Date.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2007

/s/ Stephen Feinberg

Stephen Feinberg, in his capacity
as the managing member of Cerberus
Associates, L.L.C., the general
partner of Cerberus Partners, L.P.

Attention: Intentional misstatements or omissions of fact constitute
Federal criminal violations (See 18 U.S.C. 1001)