

DILLARDS INC
Form SC 13D/A
April 03, 2008

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

SCHEDULE 13D
(Rule 13d-101)
(Amendment No. 4)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-
1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Dillard's, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

254067101
(CUSIP Number)

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New York, NY 10022
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 1, 2008
(Date of Event which Requires Filing

of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box:

(Continued on following pages)

(Page 1 of 53 Pages)

1) NAME OF REPORTING PERSON
Barington Companies Equity Partners, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES 597,230

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 597,230

10) SHARED DISPOSITIVE POWER
none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
597,230

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.84%

14) TYPE OF REPORTING PERSON
PN

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1) NAME OF REPORTING PERSON
Barington Companies Investors, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES 597,230

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 597,230

10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 597,230

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.84%

14) TYPE OF REPORTING PERSON OO

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1) NAME OF REPORTING PERSON
 Barington Investments, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES 395,507

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 395,507

10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 395,507

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.56%

14) TYPE OF REPORTING PERSON
 PN

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1) NAME OF REPORTING PERSON
 Barington Companies Advisors, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8) SHARED VOTING POWER
 none

9) SOLE DISPOSITIVE POWER
 395,507

10) SHARED DISPOSITIVE POWER
 none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 395,507

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.56%

14) TYPE OF REPORTING PERSON
 OO

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1) NAME OF REPORTING PERSON
 Barington Companies Offshore Fund, Ltd.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
 British Virgin Islands

7) SOLE VOTING POWER

NUMBER OF SHARES 1,042,132

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 1,042,132

10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,042,132

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.46%

14) TYPE OF REPORTING PERSON
 OO

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1) NAME OF REPORTING PERSON
 Barington Offshore Advisors II, LLC

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

7) SOLE VOTING POWER

NUMBER OF SHARES 1,042,132

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 1,042,132

10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,042,132

12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.46%

14) TYPE OF REPORTING PERSON IA, OO

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1) NAME OF REPORTING PERSON
Barington Capital Group, L.P.

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3) SEC USE ONLY

4) SOURCE OF FUNDS OO
