

SHOE CARNIVAL INC  
Form SC 13G  
August 20, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SHOE CARNIVAL, INC.

Common Stock, \$0.01 par value

824889109

August 20, 2014

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

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

NOTE: 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 824889109

1. Names of Reporting Persons.

FIRST DALLAS HOLDINGS, INC.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Texas

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5. Sole Voting Power: 0
6. Shared Voting Power: 1,220,000
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 1,265,373
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,265,373
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9): 6.1%
12. Type of Reporting Person: HC

CUSIP No. 824889109

1. Names of Reporting Persons.

CRAIG D. HODGES

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

MR. HODGES IS A UNITED STATES CITIZEN

5. Sole Voting Power: 0
6. Shared Voting Power: 1,220,000
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 1,265,373
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 1,265,373
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9): 6.1
12. Type of Reporting Person (See Instructions): IN

CUSIP No. 824889109

1. Names of Reporting Persons.

First Dallas Securities, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

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(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Texas

5. Sole Voting Power: 0

6. Shared Voting Power: 0

7. Sole Dispositive Power: 0

8. Shared Dispositive Power: 5,700

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 5,700

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9):