

STEIN MART INC  
Form 10-Q/A  
August 23, 2016

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

**AMENDMENT NO.1**

**TO**

**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 April 30, 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 files number 0-20052**

**STEIN MART, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Florida</b> (State or other jurisdiction of incorporation or organization)	<b>64-0466198</b> (I.R.S. Employer Identification Number)
<b>1200 Riverplace Blvd., Jacksonville, Florida</b> (Address of principal executive offices)	<b>32207</b> (Zip Code)
<b>Registrant's telephone number, including area code: (904) 346-1500</b>	

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

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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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a 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 shares outstanding of the Registrant's common stock as of May 27, 2016 was 46,365,471.

**EXPLANATORY NOTE**

This Amendment No. 1 to Stein Mart, Inc.'s Quarterly Report on Form 10-Q for the quarter ended April 30, 2016, filed with the Securities and Exchange Commission (SEC) on June 7, 2016 (the Original Filing) is being filed solely to replace the Amended and Restated Co-Brand and Private Label Credit Card Consumer Program Agreement by and between Stein Mart, Inc. and Synchrony Bank, dated as of February 24, 2016, filed as Exhibit 10.1 to the Original Filing, which contains redacted confidential material, with a new Exhibit 10.1. The new Exhibit 10.1 also contains redacted confidential material; however, the amount of redacted material has been reduced.

This Amendment No. 1 to the Original Filing should be read in conjunction with our periodic filings made with the SEC subsequent to the date of the Original Filing, including any amendments to those filings, as well as any Current Reports filed on Form 8-K subsequent to the date of the Original Filing.

This report on Form 10-Q/A is presented as of the date of the Original Filing and does not reflect events that may have occurred subsequent to that date and does not modify or update in any way the financial statements and disclosures contained in the Original Filing.

**ITEM 6. EXHIBITS**

- 10.1\* Amended and Restated Co-Brand and Private Label Credit Card Consumer Program Agreement by and between Stein Mart, Inc. and Synchrony Bank dated as of February 24, 2016
- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
- 32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 (1)
- 32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 (1)
- 101 Interactive data files from Stein Mart, Inc. s Quarterly Report on Form 10-Q for the quarter ended April 30, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Income, (iii) the Condensed Consolidated Statements of Comprehensive Income, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to Condensed Consolidated Financial Statements (1)

- \* Confidential treatment has been granted with respect to certain portions of this Exhibit. Confidential portions of this Exhibit have been redacted and have been filed separately with the Securities and Exchange Commission.
- (1) Filed with the Original Filing.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

STEIN MART, INC.

Date: August 23, 2016

By: /s/ Dawn H. Robertson  
**Dawn H. Robertson**  
Chief Executive Officer

/s/ Gregory W. Kleffner  
**Gregory W. Kleffner**  
Executive Vice President and Chief Financial  
Officer