

STEIN MART INC  
Form S-8  
June 06, 2012

As filed with the Securities and Exchange Commission on June 6, 2012

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form S-8

## REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

## STEIN MART, INC.

(Exact Name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction of

incorporation or organization)

**64-0466198**  
(I.R.S. Employer

Identification No.)

**1200 Riverplace Blvd., Jacksonville, Florida 32207**

(Address of principal executive offices) (zip code)

**STEIN MART, INC. 2001 OMNIBUS PLAN**

(Full title of the Plan)

**Gregory W. Kleffner**

**Executive Vice President and Chief Financial Officer**

**Stein Mart, Inc.**

**1200 Riverplace Boulevard**

**Jacksonville, Florida 32207**

(Name and address of agent for service)

*Copy to:*

**Michael B. Kirwan, Esq.**

**Foley & Lardner LLP**

**One Independent Drive, Suite 1300**

**Jacksonville, Florida 32202**

**(904) 359-2000**

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 ..

Non-accelerated filer ..

Accelerated filer x

Smaller Reporting Company ..

**Calculation of Registration Fee**

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| Title of each class of securities to be registered | Amount to be registered(1) | Proposed maximum offering price | Proposed maximum aggregate offering price(2) | Amount of registration fee(2) |
|--|----------------------------|---------------------------------|--|-------------------------------|
|  |                            | per share(2)                    |  |                               |
| Common Stock, \$0.01 par value                     | 3,000,000 shares           | \$6.97                          | \$20,910,00                                  | \$2,396.29                    |

- (1) Represents shares added to the Company's 2001 Omnibus Plan pursuant to an amendment approved by the Company's shareholders at its 2011 annual meeting, which increased the number of shares available for award by an aggregate of 3,000,000 shares, plus such indeterminable number of additional shares as may become available for sale pursuant to the anti-dilution provisions contained in the Company's 2001 Omnibus Plan.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$6.97 the average of the high and low sale prices of our common stock on The NASDAQ Stock Market on May 30, 2012.

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Explanatory Note

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a Registration Statement on this form relating to an employee benefit plan is effective. Pursuant to Instruction E of Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statements previously filed with respect to the Company's 2001 Omnibus Plan on Form S-8 (Registration Nos. 333-148007 and 333-67034).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on the 6th day of June, 2012.

**STEIN MART, INC.**

(Registrant)

/s/ Jay Stein  
 Jay Stein  
 Chairman of the Board and Interim Chief Executive  
 Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature  | Title  | Date         |
|--|--|--------------|
| /s/ Jay Stein<br>Jay Stein                               | Chairman of the Board and Interim Chief<br>Executive Officer | June 6, 2012 |
| /s/ Gregory W. Kleffner<br>Gregory W. Kleffner           | Executive Vice President and Chief<br>Financial Officer      | June 6, 2012 |
| /s/ Clayton E. Roberson, Jr.<br>Clayton E. Roberson, Jr. | Senior Vice President and Controller                         | June 6, 2012 |
| /s/ John H. Williams, Jr.<br>John H. Williams, Jr.       | Vice Chairman of the Board                                   | June 6, 2012 |
| /s/ Ralph Alexander<br>Ralph Alexander                   | Director   | June 6, 2012 |
| /s/ Alvin R. Carpenter<br>Alvin R. Carpenter             | Director   | June 6, 2012 |
| /s/ Irwin Cohen<br>Irwin Cohen                           | Director   | June 6, 2012 |
| /s/ Susan Falk<br>Susan Falk                             | Director   | June 6, 2012 |
| /s/ Linda M. Farthing<br>Linda M. Farthing               | Director   | June 6, 2012 |
| /s/ Mitchell W. Legler<br>Mitchell W. Legler             | Director   | June 6, 2012 |
| /s/ Robert L. Mettler<br>Robert L. Mettler               | Director   | June 6, 2012 |
| /s/ Richard L. Sisisky                                   | Director   | June 6, 2012 |

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Richard L. Sisisky

/s/ Martin E. Stein, Jr.  
Martin E. Stein, Jr.

Director

June 6, 2012

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibits</b>   |
|---------------------------|--|
| 5.1                       | Opinion of Foley & Lardner LLP as to the legality of the securities to be issued   |
| 10.1                      | Stein Mart, Inc. 2001 Omnibus Plan, as amended and restated effective June 14, 2011 (incorporated by reference to the Company's Form 8-K filed on June 15, 2011)                                 |
| 10.2                      | Form of Option Award Agreement for Key Employees, pursuant to 2001 Omnibus Plan (incorporated by reference to the Company's Form S-8 Registration Statement filed on August 7, 2001)             |
| 10.3                      | Form of Option Award Agreement for Non-Employee Directors, pursuant to 2001 Omnibus Plan (incorporated by reference to the Company's Form S-8 Registration Statement filed on August 7, 2001)    |
| 10.4                      | Form of Restricted Share Award Agreement for Key Employees, pursuant to 2001 Omnibus Plan (incorporated by reference to the Company's Form 10-K for the fiscal year ended January 31, 2004)      |
| 10.5                      | Form of Performance Share Award Agreement for Key Employee, pursuant to 2001 Omnibus Plan (incorporated by reference to the Company's Form 10-Q for the quarterly period ended October 28, 2006) |
| 23.1                      | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm   |
| 23.2                      | Consent of Foley & Lardner LLP (included in Exhibit 5.1)   |