

STEIN MART INC  
Form 4  
May 25, 2017

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STEIN JAY**

(Last) (First) (Middle)

**STEIN MART, INC., 1200  
RIVERPLACE BOULEVARD,  
10TH FLOOR**

(Street)

**JACKSONVILLE, FL 32207**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**STEIN MART INC [SMRT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/22/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                  |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|------------------|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |                  |
| Common<br>Stock                       | 05/22/2017                              |   | G                                    | V   | 4,500,000  | D   | \$ 0  | 5,174,799<br>(1) |
| Common<br>Stock                       | 05/22/2017                              |   | G                                    | V   | 4,500,000  | A   | \$ 0  | 4,500,000        |
| Common<br>Stock                       | 05/22/2017                              |   | G                                    | V   | 4,500,000  | D   | \$ 0  | 674,799          |

By Berry  
Hattie Stein  
Grantor  
Retained  
Annuity  
Trust

|              |            |   |   |           |   |                            |                    |   |  |
|--------------|------------|---|---|-----------|---|----------------------------|--------------------|---|--|
| Common Stock | 05/22/2017 | G | V | 4,500,000 | A | \$ 0                       | 4,500,000          | I | By Jay Meredith Stein Grantor Retained Annuity Trust |
| Common Stock | 05/23/2017 | P |   | 546,720   | A | \$<br><u>1.4784</u><br>(3) | 2,115,546          | I | Stein Ventures Limited Partnership                   |
| Common Stock | 05/24/2017 | P |   | 353,280   | A | \$<br><u>1.5343</u><br>(4) | 2,468,826          | I | Stein Ventures Limited Partnership                   |
| Common Stock |            |   |   |           |   |                            | 133,709 <u>(2)</u> | I | Cary Ventures, Inc.                                  |
| Common Stock |            |   |   |           |   |                            | 1,273,694          | I | By trust for benefit of family                       |
| Common Stock |            |   |   |           |   |                            | 773,694            | I | By trust for benefit of family                       |
| Common Stock |            |   |   |           |   |                            | 731,600            | I | By trust for benefit of family                       |
| Common Stock |            |   |   |           |   |                            | 250,000            | I | By trust for benefit of family                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

of (D)  
(Instr. 3,  
4, and 5)

(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|
|----------|-----------|---------|-------|

STEIN JAY  
STEIN MART, INC.  
1200 RIVERPLACE BOULEVARD, 10TH FLOOR  
JACKSONVILLE, FL 32207

|   |   |          |  |
|---|---|----------|--|
| X | X | Chairman |  |
|---|---|----------|--|

## Signatures

/s/ D. Hunt Hawkins, as  
attorney-in-fact

05/25/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 9,000,000 shares previously held through Stein Ventures Limited Partnership which were distributed to the reporting person on April 27, 2017.

(2) Includes 90,909 shares previously held through Stein Ventures Limited Partnership which were distributed to Cary Ventures, Inc. on April 28, 2017.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.45 to \$1.5379, inclusive. The reporting person undertakes to provide to Stein Mart, Inc., any security holder of Stein Mart, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.5299 to \$1.5496, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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