

STEIN MART INC  
Form 10-Q/A  
June 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 29, 2011

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission file number 0-20052

**STEIN MART, INC.**

(Exact name of registrant as specified in its charter)

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<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

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 November 25, 2011 was 43,465,991.

**EXPLANATORY NOTE**

Stein Mart, Inc. (the Company) is filing this Amendment No. 1 to Form 10-Q (this Amendment) to amend its Quarterly Report on Form 10-Q for the quarterly period ended October 29, 2011 (the Form 10-Q), originally filed with the Securities and Exchange Commission (the Commission) on December 22, 2011. The purpose of this Amendment is to refile Exhibit 10.1 that was originally filed with the Form 10-Q to conform such exhibit to respond to comments received from the staff of the Commission on the confidential treatment request filed by the Company with respect to Exhibit 10.1. Confidential Treatment has been requested for certain portions of this agreements. Omitted portions have been filed separately with the Commission.

This Amendment contains only the Cover Page to this Form 10-Q/A, this Explanatory Note, Item 6, the Signature Page, Exhibit 10.1, as amended and Exhibits 31.1 and 31.2. No other changes have been made to the Form 10-Q. This Amendment speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

**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 GE Capital Retail Bank, dated as of October 3, 2011
- 10.2\*\* Amended and Restated Credit Agreement dated as of October 28, 2011 among Stein Mart, Inc., Wells Fargo Bank, National Association as Administrative Agent, Collateral Agent, Swing Line Lender and LC Issuer, and Wells Fargo Capital Finance LLC as Sole Lead Arranger and Sole Bookrunner
- 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
- 32.2\*\*\*\* Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
- 101\*\*\*\*\* Interactive data files from Stein Mart, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 29, 2011, 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 Cash Flows, and (iv) the Notes to Condensed Consolidated Financial Statements

\* Filed herewith.

\*\* Previously filed on December 22, 2011 as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2011.

\*\*\* Previously filed on December 22, 2011 as Exhibit 32.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2011.

\*\*\*\* Previously filed on December 22, 2011 as Exhibit 32.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2011.

\*\*\*\*\* Previously furnished on December 22, 2011 as Exhibit 101 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STEIN MART, INC.

Date: June 6, 2012

By: /s/ Jay Stein

**Jay Stein**

Chairman of the Board and Interim Chief Executive Officer

/s/ Gregory W. Kleffner

**Gregory W. Kleffner**

Executive Vice President and Chief Financial Officer