
**UNITED STATES
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, FL
(Address of Principal Executive Offices)

32207
(Zip Code)

Stein Mart, Inc. 2018 Omnibus Incentive 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)

(904) 346-1500
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth 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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value	4,100,000 shares	\$2.69 (2)	\$11,029,000.00	\$1,373.11
Common Stock, \$0.01 par value	4,186,234 shares (3)	\$2.69 (2)	\$11,260,969.46	\$1,401.99

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement on Form S-8 shall also cover any additional shares of the Registrant's common stock that become issuable under the Stein Mart, Inc. 2018 Omnibus Incentive Plan (the "Plan") by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) and Rule 457(h)(1) under the Securities Act, the offering price per share and aggregate offering price per share are based upon the average of the high and low sales prices of the Registrant's common stock on June 27, 2018, as reported on the NASDAQ Global Select Market.
 - (3) Represents 4,186,234 shares of common stock (the "Outstanding Award Shares") that are subject to awards that were previously granted under the Stein Mart, Inc. 2001 Omnibus Plan (the "2001 Plan"). Pursuant to Section 4.1 of the Plan, the Outstanding Award Shares will become available for issuance under the Plan if such awards expire, terminate or are canceled or forfeited pursuant to the terms of the 2001 Plan.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by the rules of the Securities and Exchange Commission (the “Commission”), this Registration Statement on Form S-8 omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement will be sent or given to eligible employees as specified in Rule 428(b)(1) promulgated under the Securities Act. Such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of Form S-8, taken together, constitute a prospectus for the Stein Mart, Inc. 2018 Omnibus Incentive Plan that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE INFORMATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Stein Mart, Inc. (the “Company”) with the Commission are hereby incorporated into this Registration Statement by reference as of their date of filing with the Commission:

- The Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018, filed with the Commission on May 4, 2018;
- All other reports filed with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act since February 3, 2018; and
- The description of the Company’s common stock contained under the caption “Description of Registrant’s Securities to be Registered” in the Company’s Registration Statement on Form 8-A (File No. 0-20052) filed under the Securities Exchange Act of 1934 (the “Exchange Act”).

All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered under this Registration Statement have been sold, or deregistering all securities then remaining unsold, shall be deemed to be incorporated herein by reference into this Registration Statement and shall be a part hereof from the date of the filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Persons and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Florida Business Corporations Act (the “Florida Act”) permits a Florida corporation to indemnify a present or former director or officer of the corporation (and certain other persons serving at the request of the corporation in related capacities) for liabilities, including legal expenses, arising by reason of service in such capacity if such person shall have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and in any criminal proceeding if such person had no reasonable cause to believe his conduct was unlawful. However, in the case of actions brought by or in the right of the corporation, no indemnification may be made with respect to any matter as to which such director or officer shall have been adjudged liable, except in certain limited circumstances.

Article 9 of the Company’s Bylaws provides that the Company shall indemnify directors and officers to the fullest extent permitted or required by the Florida Act, including any amendments thereto to the extent that such amendments permit or require the Company to provide broader indemnification rights than prior to such amendment. In addition, the Company has entered into Indemnification Agreements (the “Indemnification Agreements”) with its directors and officers in which it has agreed to indemnify such persons to the fullest extent now or hereafter permitted by the Florida Act. The Indemnification Agreements entitle directors who also serve as officers of the Company to indemnification for liabilities arising out of their services as officers as well as directors.

The registrant has a standard policy of directors' and officers' liability insurance covering directors and officers of the corporation with respect to liabilities incurred as a result of their service in such capacities.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Bradley Arant Boult Cummings LLP.
10.1	Stein Mart, Inc. 2018 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on January 26, 2018.
23.1	Consent of KPMG LLP.
23.2	Consent of Bradley Arant Boult Cummings LLP (contained in Exhibit 5.1).

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 June 29, 2018.

STEIN MART, INC.

By: /s/ D. Hunt Hawkins
D. Hunt Hawkins
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities indicated on June 29, 2018.

/s/ Jay Stein
Jay Stein
Chairman of the Board

/s/ D. Hunt Hawkins
D. Hunt Hawkins
Chief Executive Officer and Director

/s/ MaryAnne Morin
MaryAnne Morin
President and Director

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

/s/ E. Chantelle Quick
E. Chantelle Quick
Senior Vice President and Controller

/s/ Irwin Cohen
Irwin Cohen
Director

/s/ Thomas L. Cole
Thomas L. Cole
Director

/s/ Timothy Cost
Timothy Cost
Director

/s/ Lisa Galanti
Lisa Galanti
Director

/s/ Mitchell W. Legler
Mitchell W. Legler
Director

/s/ Richard L. Sisisky
Richard L. Sisisky
Director

/s/ Burton M. Tansky
Burton M. Tansky
Director

June 29, 2018

Stein Mart, Inc.
1200 Riverplace Blvd.
Jacksonville, Florida 32207

Ladies and Gentlemen:

In our capacity as special counsel for Stein Mart, Inc., a Florida corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**"), in form as proposed to be filed by the Company with the U.S. Securities and Exchange Commission (the "**Commission**") under the provisions of the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the offering by the Company of up to 4,100,000 shares of the Company's common stock, par value \$0.01 per share (the "**Common Stock**"), pursuant to the Stein Mart, Inc. 2018 Omnibus Incentive Plan (the "**Plan**"), plus up to 4,186,234 shares of Common Stock that are subject to awards that were previously granted under the Stein Mart, Inc. 2001 Omnibus Plan that will become available for issuance under the Plan if such awards expire, terminate or are canceled or forfeited (collectively, the "**Shares**").

In connection with rendering the opinion set forth in this opinion letter, we have reviewed the Plan and the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company, certificates of public officials and such other documents as we have deemed relevant and necessary as a basis for the opinion expressed herein.

In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to all original documents of all documents submitted to us as copies and the accuracy and completeness of all information provided to us by the Company.

We have also assumed, without independent investigation, that at the time of the issuance of the Shares: (i) the Registration statement will be effective; (ii) all of the terms and conditions for such issuance set forth in the Plan and any related agreements will have been fully satisfied, waived or discharged; (iii) each award agreement setting forth the terms of each award granted pursuant to the Plan will be consistent with the Plan and will have been duly authorized and validly executed and delivered by the parties thereto; (iv) the issuance of the Shares will continue to be duly and validly authorized on the dates that the Shares are issued pursuant to the terms of the Plan and, upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding, after giving effect to such issuance of such Shares, will not exceed the total number of shares of Common Stock the Company is then authorized to issue under its articles of incorporation; and (v) the legal consideration payable in connection with the issuance of the Shares pursuant to the Plan will not be less than the par value of the Common Stock and will be otherwise proper and sufficient.

Based upon the foregoing and the other matters stated herein, we are of the opinion that, when issued and delivered in accordance with the terms set forth in the Plan and against payment of the consideration therefor, the Shares will be validly issued, fully paid and non-assessable.

This opinion letter is limited to the opinion expressly stated herein, and no other opinions are to be inferred or implied. We render no opinion herein as to matters involving the laws of any jurisdiction other than the State of Florida and the United States of America. This opinion is limited to the current laws of the State of Florida and the current federal laws of the United States, and to the facts as they exist on the date hereof. We assume no obligation to revise or supplement our opinion should the present laws, or the interpretations thereof, be changed in respect of any circumstances or events that occur subsequent to the date hereof.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the above referenced Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ BRADLEY ARANT BOULT CUMMINGS LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Stein Mart, Inc.:

We consent to the use of our report incorporated by reference herein.

/s/ KPMG LLP

Jacksonville, Florida
June 29, 2018