

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Stein Mart, Inc.		2 Issuer's employer identification number (EIN) 64-0466198	
3 Name of contact for additional information Cathleen Dowdle	4 Telephone No. of contact (904) 346-1500	5 Email address of contact cdowdle@steinmart.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1200 Riverplace Blvd		7 City, town, or post office, state, and Zip code of contact Jacksonville, FL 32207	
8 Date of action 2015 - See below	9 Classification and description Common Stock		
10 CUSIP number 858375108	11 Serial number(s)	12 Ticker symbol SMRT	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **To date Stein Mart, Inc. has made cash distributions to its common shareholders during FYE 01/30/2016 as follows:**

February 27, 2015	\$5.00/share
April 17, 2015	\$0.075/share
July 17, 2015	\$0.075/share
October 16, 2015	\$0.075/share
January 15, 2016	\$0.075/share

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Based on reasonable assumptions, Stein Mart, Inc. currently estimates FYE 2015 distributions approximately 92% of the distributions constitute a taxable dividend and 8% of the distributions constitute a return of capital under IRS Code Section 301(c)(2). Generally, the portion of the distribution on the common stock that is treated as return of capital should reduce the shareholder's tax basis in the shares of common stock up to a holder's adjusted basis in the common stock, with any excess treated as capital gains pursuant to IRS Code Section 301(c)(3).**

Date of Distribution	Distribution Per Share	Taxable Dividend Per Share	Return of Capital Per Share
February 27, 2015	\$5.00	\$4.60	\$0.40
April 17, 2015	\$0.075	\$0.069	\$0.006
July 17, 2015	\$0.075	\$0.069	\$0.006
October 16, 2015	\$0.075	\$0.069	\$0.006
January 15, 2016	\$0.075	\$0.069	\$0.006

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Based on reasonable assumptions, Stein Mart, Inc.'s current estimate of its earnings and profits (current and accumulated) support Stein Mart, Inc.'s disclosure that approximately 92% represents a dividend under IRS Code Section 301(c)(1). The remaining 8% of the distributions represents a return of capital under IRS Code Section 301(c)(2).**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 301(c), 312 and 316 of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ Not applicable.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The adjustment to basis should be taken into account in the tax year of the shareholder during which the cash distribution was received (for example, for individuals for dividends paid in calendar year 2015 would be included in 2015 taxable income and the dividend paid in January 2016 would be included 2016 taxable income.)

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Signature ▶ *Gregory W. Kleffner* Date ▶ 1/28/16
Print your name ▶ Gregory W. Kleffner Title ▶ EVP and CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.