

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 17, 1996

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3  
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)                      64-046618  
(I.R.S. Employer Identification No.)

1200 RIVERPLACE BOULEVARD  
JACKSONVILLE, FLORIDA 32207  
(904) 346-1500  
(Address, Including Zip Code, and Telephone Number, Including Area Code, of  
Registrant's Principal Executive Offices)  
JOHN H. WILLIAMS, JR.  
PRESIDENT AND CHIEF OPERATING OFFICER

STEIN MART, INC.  
1200 RIVERPLACE BOULEVARD  
JACKSONVILLE, FLORIDA 32207  
(904) 346-1500  
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Agent for Service)

COPY TO:

LINDA Y. KELSO  
G. RAY DRIVER, JR.  
FOLEY & LARDNER  
200 LAURA STREET  
JACKSONVILLE, FLORIDA 32202  
(904) 359-2000

J. PAGE DAVIDSON  
BASS, BERRY & SIMS PLC  
2700 FIRST AMERICAN CENTER  
NASHVILLE, TENNESSEE 37238  
(615) 742-6200

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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon  
as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. / /

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering  
pursuant to Rule 462(b) under the Securities Act, please check the following box  
and list the Securities Act registration statement number of the earlier  
effective registration statement for the same offering. /X/ 333-10895

If this Form is a post-effective amendment filed pursuant to Rule 462(c)  
under the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. / /

If delivery of the Prospectus is expected to be made pursuant to Rule 434,

please check the following box. / /  
 CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS 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(2)
Common Stock, \$0.01 par value....	402,500 shares	\$21.75	\$8,754,375	\$3,018.75

- (1) Includes up to 52,500 shares of Common Stock which the Underwriters have the option to purchase to cover over-allotments, if any.
- (2) Calculated pursuant to Rule 457(a) based on the offering price of the securities registered.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The information in the Registration Statement on Form S-3 filed by Stein Mart, Inc. (the "Company") with the Securities and Exchange Commission (File No. 333-10895) pursuant to the Securities Act of 1933, as amended, is incorporated by reference in this Registration Statement.

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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-3 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 September 16, 1996.

STEIN MART, INC.

By /s/ JOHN H. WILLIAMS, JR.

John H. Williams, Jr.  
 President and Chief Operating 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
* Jay Stein	Chairman of the Board and Chief Executive Officer	September 16, 1996
/s/ JOHN H. WILLIAMS, JR. John H. Williams, Jr.	President, Chief Operating Officer and Director	September 16, 1996
* Mason Allen	Director	September 16, 1996

/s/ JAMES G. DELFS James G. Delfs	Senior Vice President, Finance and Chief Financial Officer	September 16, 1996
* Clayton E. Roberson, Jr.	Vice President, Controller	September 16, 1996
* Robert D. Davis	Director	September 16, 1996
* Albert Ernest, Jr.	Director	September 16, 1996
* Mitchell W. Legler	Director	
* James H. Winston	Director	
*By: /s/ JAMES G. DELFS James G. Delfs Attorney-in-Fact		

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EXHIBIT INDEX

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- 1. -- Form of Underwriting Agreement (incorporated by reference to Registration Statement No. 333-10895).....
- 4A. -- Provisions defining rights of holders of Common Stock of the Registrant are contained in the Articles of Incorporation and Bylaws of the Registrant filed as Exhibits 2, 3A and 3B of Registration Statement No. 33-46322 (incorporated by reference to Registration Statement No. 33-46322).....
- 4B. -- Form of stock certificate for Common Stock (incorporated by reference to Registration Statement No. 33-46322).....
- 5. -- Opinion of Foley & Lardner as to the legality of the securities to be issued.....
- 23A. -- Consent of Foley & Lardner (included in Opinion filed as Exhibit 5).....
- 23B. -- Consent of Price Waterhouse LLP.....
- 24. -- Power of Attorney (incorporated by reference to Registration Statement No. 333-10895).....

FOLEY & LARDNER  
POST OFFICE BOX 240  
JACKSONVILLE, FLORIDA 32201-0240  
THE GREENLEAF BUILDING  
200 LAURA STREET 32202-3527  
TELEPHONE (904) 359-2000  
FACSIMILE (904) 359-8700

EXHIBIT 5

September 16, 1996

Stein Mart, Inc.  
1200 Riverplace Boulevard  
Jacksonville, FL 32207

Re: Registration Statement on Form S-3 Pursuant to Rule 462(b)

Ladies and Gentlemen:

This opinion is being furnished in connection with the Registration Statement on Form S-3 (the "Registration Statement") of Stein Mart, Inc. (the "Company"), under the Securities Act of 1933, as amended, for the registration of 402,500 shares of common stock, par value \$0.01 (the "Shares").

We have examined and are familiar with the following:

- A. Articles of Incorporation of the Company, as amended, as filed in the Office of the Secretary of State of the State of Florida;
- B. Bylaws of the Company;
- C. The proceedings of the Board of Directors in connection with the issuance of the Shares;
- D. Such other documents, Company records and matters of law as we have deemed to be pertinent.

Based on the foregoing, it is our opinion that:

- 1. The Company has been duly incorporated and is validly existing and in good standing under the laws of the State of Florida.
- 2. The Shares are duly authorized, legally issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5 in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules or regulations of the Securities and Exchange Commission promulgated thereunder.

FOLEY & LARDNER

By: /s/ Linda Y. Kelso  
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Linda Y. Kelso

## CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated February 23, 1996, which appears on page 13 of the 1995 Annual Report to the Shareholders of Stein Mart, Inc., which is incorporated by reference in Stein Mart, Inc.'s Annual Report on Form 10-K for the year ended December 30, 1995. We also consent to the references to us under the headings "Experts" and "Selected Financial and Operating Data" in such Registration Statement. However, it should be noted that Price Waterhouse LLP has not prepared or certified such "Selected Financial and Operating Data".

PRICE WATERHOUSE LLP

Orlando, Florida  
September 16, 1996