

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A  
(Amendment No. 1)**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended February 1, 2020

Commission file number 0-20052

**Stein Mart®**  
**STEIN MART, INC.**  
(Name of issuer in its charter)

Florida

(State or other jurisdiction of  
incorporation or organization)

64-0466198

(I.R.S. Employer  
Identification No.)

1200 Riverplace Blvd.  
Jacksonville, Florida

(Address of principal executive offices)

32207

(Zip Code)

(904) 346-1500

(Issuer's telephone number, including area code)  
Securities registered under Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of each exchange on which registered

Common Stock, \$0.01 par value

SMRT

The Nasdaq Capital Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 every Interactive Data File required to be submitted 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 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

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting common stock held by non-affiliates of the Registrant as of August 3, 2019, was \$22,730,942. For purposes of this response, executive officers and directors are deemed to be affiliates of the registrant and the holdings by non-affiliates were computed as 17,917,662 shares. On June 10, 2020, the Registrant had issued and outstanding an aggregate of 48,492,683 shares of its common stock.

**Documents Incorporated by Reference**

Portions of the Registrant's Proxy Statement for its 2020 Annual Meeting of Shareholders are incorporated by reference in Part III.

## EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "Amendment") amends the Annual Report on Form 10-K ("Annual Report") of Stein Mart, Inc. (the "Company") for the fiscal year ended February 1, 2020, originally filed with the Securities and Exchange Commission ("SEC") on June 15, 2020 (the "Original Report"). The purpose of this Amendment is solely to disclose that the Company filed the Original Report beyond the deadline for which the Company was originally required to file its Annual Report on Form 10-K in reliance on the filing extension provided by the SEC's Order under Section 36 of the Securities Exchange Act of 1934, as amended, dated March 4, 2020 (Release No. 34-88318), as modified on March 25, 2020 (Release No. 34-88465) (the "Order").

On April 23, 2020, the Company filed a Current Report on Form 8-K (the "Form 8-K") to indicate its intention to rely on the Order and delay the filing of its Annual Report for the year ended February 1, 2020, which was originally due to be filed with the SEC on or before May 1, 2020, and delay the filing of its annual meeting proxy statement incorporating by reference the information required in Part III of the Annual Report, originally due to be filed with the SEC on or before May 31, 2020. Consistent with the Company's statements in the Form 8-K, the Company was unable to file the Annual Report until June 15, 2020 due to circumstances related to the coronavirus ("COVID-19") pandemic. In particular, the Company required additional time due to its previously announced reduction in staff, suspension of in-person operations at its corporate headquarters, and temporary closure of its stores for an unknown period of time, as well as other financial and operational concerns associated with or caused by the COVID-19 pandemic. These conditions caused significant disruptions to the Company's operations requiring key personnel to devote considerable time and resources to respond to the emerging impacts to its business, which limited their availability to complete the Annual Report and to thoroughly evaluate the subsequent events related to COVID-19. In addition, such conditions have also delayed the filing of the Company's annual meeting proxy statement. The Company anticipates filing an annual meeting proxy statement incorporating by reference the information required in Part III of the Annual Report on or before July 15, 2020.

In connection with the filing of this Amendment and pursuant to Rules 12b-15 and 13a-14 under the Securities Exchange Act of 1934, as amended, we are including with this Amendment new certifications of our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Accordingly, Item 15 of Part IV also has been amended to reflect the filing of these new certifications. Except as described above, this Amendment does not amend, modify, or otherwise update any other information in the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and with our filings made with the SEC subsequent to the filing of the Original Report.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
<a href="#">31.1+++</a>	<a href="#">Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002</a>
<a href="#">31.2+++</a>	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002</a>

+++ Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STEIN MART, INC.

Date: June 18, 2020

By: /s/ D. Hunt Hawkins

**D. Hunt Hawkins**

Chief Executive Officer

/s/ James B. Brown

**James B. Brown**

Executive Vice President and Chief Financial  
Officer

**Certification of Chief Executive Officer Pursuant Section 302 of the Sarbanes-Oxley Act of 2002**

I, D. Hunt Hawkins, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Stein Mart, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

**Date:** June 18, 2020

/s/ D. Hunt Hawkins

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**D. Hunt Hawkins**  
Chief Executive Officer

**Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, James B. Brown, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Stein Mart, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

**Date:** June 18, 2020

/s/ James B. Brown  
**James B. Brown**  
Executive Vice President and Chief Financial Officer