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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**June 25, 2019  
(Date of Report; Date of Earliest Event Reported)**

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**STEIN MART, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**0-20052**  
(Commission  
File Number)

**64-0466198**  
(IRS Employer  
Identification No.)

**1200 Riverplace Blvd., Jacksonville, Florida 32207**  
(Address of Principal Executive Offices Including Zip Code)

**(904) 346-1500**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to 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 Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act (§240.12b-2 of this chapter).

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.

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## ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Annual Meeting of Shareholders of Stein Mart, Inc. (“Stein Mart” or the “Company”) was held on June 25, 2019. As of April 18, 2019, the record date for the Annual Meeting, there were 47,843,682 shares of the Company’s common stock outstanding and eligible to vote, of which a total of 43,723,173 shares were present in person or represented by proxy, constituting a quorum. The Company’s shareholders considered and voted upon three proposals. The number of votes cast for, against or withheld, as well as abstentions, if applicable, with respect to each proposal is set forth below:

- (1) To elect the nine (9) director nominees to serve as directors of the Company for the ensuing year and until their successors have been elected and qualified.

<b>Name of Director</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Jay Stein	23,571,786	955,002	19,196,385
Irwin Cohen	23,523,838	1,002,950	19,196,385
Thomas L. Cole	23,588,609	938,179	19,196,385
Timothy Cost	23,544,803	981,985	19,196,385
Lisa Galanti	23,549,766	977,022	19,196,385
D. Hunt Hawkins	23,511,324	1,015,464	19,196,385
MaryAnne Morin	23,604,598	922,190	19,196,385
Richard L. Sisisky	23,613,208	913,580	19,196,385
Burton M. Tansky	23,536,574	990,214	19,196,385

- (2) To approve an advisory resolution on executive compensation for fiscal year 2018.

For	22,915,202
Against	1,382,055
Abstain	229,531
Broker Non-Votes	19,196,385

- (3) To ratify the appointment of KPMG LLP as our independent registered certified public accounting firm for the fiscal year ending February 1, 2020.

For	42,786,160
Against	763,490
Abstain	173,523
Broker Non-Votes	—

The press release announcing the results of the Annual Meeting of Shareholders is attached as Exhibit 99.1 to this report.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

99.1 [Press Release dated June 25, 2019, announcing the results of the Annual Meeting of Shareholders.](#)

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**SIGNATURES**

Pursuant to the requirements 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 hereunto duly authorized.

STEIN MART, INC.  
(Registrant)

Date: June 26, 2019

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



June 25, 2019

FOR IMMEDIATE RELEASE

For more information:  
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**STEIN MART, INC. ANNOUNCES RESULTS OF ANNUAL MEETING OF SHAREHOLDERS**

JACKSONVILLE, FL – Stein Mart, Inc. (NASDAQ: SMRT) today announced shareholder voting results for its 2019 Annual Meeting of Shareholders. Approximately 91.4 percent of all outstanding shares were present or represented by proxy at the meeting.

Shareholders approved the election of Jay Stein, Irwin Cohen, Thomas L. Cole, Timothy Cost, Lisa Galanti, D. Hunt Hawkins, MaryAnne Morin, Richard L. Sisisky and Burton M. Tansky to the board of directors for one-year terms. Shareholders also approved an advisory resolution on executive compensation for fiscal year 2018, and ratified the appointment of KPMG LLP as the Company's independent registered certified public accounting firm for the fiscal year ending February 1, 2020.

*About Stein Mart*

Stein Mart, Inc. is a national specialty off-price retailer offering designer and name-brand fashion apparel, home décor, accessories and shoes at everyday discount prices. Stein Mart provides real value that customers love every day both in stores and online. The Company currently operates 283 stores across 30 states. For more information, please visit [www.steinmart.com](http://www.steinmart.com).