

STEIN MART INC  
Form S-8  
December 12, 2007

As filed with the Securities and Exchange Commission on December 12, 2007

Registration No. 333-\_\_\_\_\_

**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 charter)

**Florida**  
(State or other jurisdiction of  
incorporation or organization)

**64-0466198**  
(I.R.S. Employer

Identification No.)

**1200 Riverplace Blvd., Jacksonville, Florida 32207**

(Address of Principal Executive Offices) (Zip Code)

**STEIN MART, INC. 2001 OMNIBUS PLAN**

(Full title of the plan)

**James G. Delfs**

**Senior Vice President, Finance and Chief Financial Officer**

**Stein Mart, Inc.**

**1200 Riverplace Boulevard**

**Jacksonville, Florida 32207**

(Name and address of agent for service)

**(904) 346-1500**

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(Telephone number, including area code, of agent for service)

With copies to:

**Linda Y. Kelso, Esq.**

**Foley & Lardner LLP**

**One Independent Drive, Suite 1300**

**Jacksonville, Florida 32202**

**(904) 359-2000**

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$0.01 par value	3,000,000 shares	\$4.81	\$14,430,000.00	\$443.00

(1) Plus an indeterminate number of shares which may be issued as a result of anti-dilution provisions contained in the Plan.

(2) Pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, the registration fee for 3,000,000 shares covered by this Registration Statement and reserved for future grants under the plan has been calculated on the basis of \$4.81 per share, the average of the high and low prices of the registrant's Common Stock as reported on The NASDAQ Stock Market on December 6, 2007.

**EXPLANATORY NOTE**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. This Registration Statement is filed for the purpose of registering an additional 3,000,000 shares of common stock, \$.01 par value, of Stein Mart, Inc. (the Company) pursuant to the Stein Mart, Inc. 2001 Omnibus Plan, as amended. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 registering 4,500,000 shares of the Company's common stock, originally filed on August 7, 2001 (Registration No. 333-67034), are incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

See Exhibit Index included herein.

**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-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 the 12th day of December, 2007.

STEIN MART, INC.  
(Registrant)

By: /s/ James G. Delfs  
James G. Delfs  
Senior Vice President, Finance and Chief  
Financial Officer

**SPECIAL POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears on the Signature Page to this Registration Statement constitutes and appoints James G. Delfs and Clayton E. Roberson, Jr., and each or any of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, including any amendment or registration statement filed pursuant to Rule 462, and to file the same, with all exhibits hereto, and other documents in connection therewith, with the Securities and Exchange Commission, and grants unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Linda McFarland Farthing</u> Linda McFarland Farthing	President, Chief Executive Officer and Director	December 12, 2007
<u>/s/ James G. Delfs</u> James G. Delfs	Senior Vice President, Finance and Chief Financial Officer	December 12, 2007
<u>/s/ Clayton E. Roberson, Jr.</u> Clayton E. Roberson, Jr.	Vice President and Controller	December 12, 2007
<u>/s/ Jay Stein</u> Jay Stein	Chairman of the Board	December 12, 2007
<u>/s/ John H. Williams, Jr.</u> John H. Williams, Jr.	Vice Chairman of the Board	December 12, 2007
<u>/s/ Ralph Alexander</u> Ralph Alexander	Director	December 12, 2007

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<u>/s/ Alvin R. Carpenter</u> Alvin R. Carpenter	Director	December 12, 2007
<u>/s/ Susan Falk</u> Susan Falk	Director	December 12, 2007
<u>/s/ Mitchell W. Legler</u> Mitchell W. Legler	Director	December 12, 2007
<u>/s/ Richard L. Sisisky</u> Richard L. Sisisky	Director	December 12, 2007
<u>/s/ Martin E. Stein</u> Martin E. Stein	Director	December 12, 2007
J. Wayne Weaver	Director	_____, 2007

**EXHIBIT INDEX**

- 5.1 Opinion of Foley & Lardner LLP as to the legality of the securities to be issued
- 10.1 Stein Mart, Inc. 2001 Omnibus Plan, incorporated by reference to the Company's Form S-8 Registration Statement filed on August 7, 2001
- 10.2 First Amendment to Stein Mart, Inc. 2001 Omnibus Plan, dated December 12, 2006, incorporated by reference to the Company's Form 10-K for the fiscal year ended February 3, 2007, filed on April 18, 2007
- 10.3 Form of Option Award Agreement for Key Employees, pursuant to 2001 Omnibus Plan, incorporated by reference to the Company's Form S-8 Registration Statement filed on August 7, 2001
- 10.4 Form of Option Award Agreement for Non-Employee Directors, pursuant to 2001 Omnibus Plan, incorporated by reference to the Company's Form S-8 Registration Statement filed on August 7, 2001
- 10.5 Form of Restricted Share Award Agreement for Key Employees, pursuant to 2001 Omnibus Plan, incorporated by reference to the Company's Form 10-K for the fiscal year ended January 31, 2004
- 10.6 Form of Performance Share Award Agreement for Key Employee, pursuant to 2001 Omnibus Plan, incorporated by reference to the Company's Form 10-Q for the quarterly period ended October 28, 2006
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Foley & Lardner LLP (included in Opinion filed as Exhibit 5.1)