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STEVEN MADDEN, LTD.
Form 8-K
November 24, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 23, 2004

STEVEN MADDEN, LTD.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------------------|-----------------------------------|--------------------------------------------------|
| Delaware | 0-23702 | 13-3588231 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification Number) |

| | |
|---------------------------------------------------|---------------------|
| 52-16 Barnett Avenue, Long Island City, New York | 11104 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

Registrant's telephone number, including area code: (718) 446-1800

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))

Item 8.01 Other Events.

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On November 23, 2004, Jamieson A. Karson, Chairman and Chief Executive Officer of Steven Madden, Ltd. (the "Company"), sent a letter to Barington Capital Group, L.P. ("Barington") in response to a letter dated November 16, 2004 that was sent to the Company from Barington and was filed with the Securities and Exchange Commission as Exhibit 99.3 to Amendment No. 2 to the Schedule 13D filed by Barington with respect to the Company. A copy of the November 23, 2004 letter is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01(c) Financial Statements and Exhibits.

99.1 Letter dated November 23, 2004 from Jamieson A. Karson, Chairman and Chief Executive Officer of Steven Madden, Ltd., to Barington Capital Group, L.P.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STEVEN MADDEN, LTD.

By: /s/ JAMIESON KARSON

Name: Jamieson Karson
Title: Chairman and Chief Executive Officer

Date: November 24, 2004

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