

STEIN MART INC
Form 8-K
June 19, 2018

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

June 19, 2018

(Date of Report; Date of Earliest Event Reported)

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.)

Edgar Filing: STEIN MART INC - Form 8-K

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))

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.

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 19, 2018. As of April 13, 2018, the record date for the Annual Meeting, there were 47,913,163 shares of the Company s common stock outstanding and eligible to vote, of which a total of 43,885,707 shares were present in person or represented by proxy, constituting a quorum. The Company s shareholders considered and voted upon five 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 ten (10) director nominees to serve as directors of the Company for the ensuing year and until their successors have been elected and qualified.

| Name of Director | For | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| Jay Stein | 25,066,059 | 295,514 | 18,524,134 |
| Irwin Cohen | 25,058,581 | 302,992 | 18,524,134 |
| Thomas L. Cole | 25,225,287 | 136,286 | 18,524,134 |
| Timothy Cost | 25,208,079 | 153,494 | 18,524,134 |
| Lisa Galanti | 25,213,838 | 147,735 | 18,524,134 |
| D. Hunt Hawkins | 25,133,832 | 227,741 | 18,524,134 |
| Mitchell W. Legler | 25,017,492 | 344,081 | 18,524,134 |
| MaryAnne Morin | 25,129,653 | 231,920 | 18,524,134 |
| Richard L. Sisisky | 25,230,439 | 131,134 | 18,524,134 |
| Burton M. Tansky | 25,196,438 | 165,135 | 18,524,134 |

- (2) To approve an advisory resolution on executive compensation for fiscal year 2017.

| | |
|------------------|------------|
| For | 24,538,899 |
| Against | 648,428 |
| Abstain | 174,246 |
| Broker Non-Votes | 18,524,134 |

- (3) To approve the Stein Mart 2018 Omnibus Incentive Plan to replace our existing 2001 Omnibus Plan, as amended and restated.

| | |
|------------------|------------|
| For | 24,538,049 |
| Against | 622,223 |
| Abstain | 201,301 |
| Broker Non-Votes | 18,524,134 |

- (4) To approve the Stein Mart Employee Stock Purchase Plan to replace our existing Employee Stock Purchase Plan.

| | |
|------------------|------------|
| For | 24,673,392 |
| Against | 487,877 |
| Abstain | 200,304 |
| Broker Non-Votes | 18,524,134 |

(5) To ratify the appointment of KPMG LLP as our independent registered certified public accounting firm for the fiscal year ending February 2, 2019.

| | |
|------------------|------------|
| For | 43,553,805 |
| Against | 2067,325 |
| Abstain | 64,577 |
| 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 19, 2018, announcing the results of the Annual Meeting of Shareholders

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 19, 2018

By: /s/ Gregory W. Kleffner
Gregory W. Kleffner
Executive Vice President and Chief Financial
Officer