

STEIN MART INC

Form 4

May 25, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEIN JAY

(Last) (First) (Middle)

**STEIN MART, INC., 1200
RIVERPLACE BOULEVARD,
10TH FLOOR**

(Street)

JACKSONVILLE, FL 32207

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STEIN MART INC [SMRT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐X_ Director ☐X_ 10% Owner
☐X_ Officer (give title below) ☐ Other (specify
below) Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐X_ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/22/2017		G	V	4,500,000	D	\$ 0	5,174,799 (1)
Common Stock	05/22/2017		G	V	4,500,000	A	\$ 0	4,500,000
Common Stock	05/22/2017		G	V	4,500,000	D	\$ 0	674,799

By Berry
Hattie Stein
Grantor
Retained
Annuity
Trust

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Common Stock	05/22/2017	G	V	4,500,000	A	\$ 0	4,500,000	I	By Jay Meredith Stein Grantor Retained Annuity Trust
Common Stock	05/23/2017	P		546,720	A	\$ <u>1.4784</u> (3)	2,115,546	I	Stein Ventures Limited Partnership
Common Stock	05/24/2017	P		353,280	A	\$ <u>1.5343</u> (4)	2,468,826	I	Stein Ventures Limited Partnership
Common Stock							133,709 <u>(2)</u>	I	Cary Ventures, Inc.
Common Stock							1,273,694	I	By trust for benefit of family
Common Stock							773,694	I	By trust for benefit of family
Common Stock							731,600	I	By trust for benefit of family
Common Stock							250,000	I	By trust for benefit of family

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

STEIN JAY
STEIN MART, INC.
1200 RIVERPLACE BOULEVARD, 10TH FLOOR
JACKSONVILLE, FL 32207

X X Chairman

Signatures

/s/ D. Hunt Hawkins, as
attorney-in-fact

05/25/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 9,000,000 shares previously held through Stein Ventures Limited Partnership which were distributed to the reporting person on April 27, 2017.

(2) Includes 90,909 shares previously held through Stein Ventures Limited Partnership which were distributed to Cary Ventures, Inc. on April 28, 2017.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.45 to \$1.5379, inclusive. The reporting person undertakes to provide to Stein Mart, Inc., any security holder of Stein Mart, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.5299 to \$1.5496, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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