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STEVEN MADDEN, LTD.
Form 8-K
April 13, 2006

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): April 10, 2006

STEVEN MADDEN, LTD.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	000-23702 (Commission file number)	13-3588231 (I.R.S. employer identification no.)
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52-16 Barnett Avenue Long Island City, New York (Address of principal executive offices)	11104 (Zip code)
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Registrant's telephone number, including area code: (718) 446-1800

Not Applicable
(Former name or former address, if changed since last report)

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))

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Item 1.01. Entry into a Material Definitive Agreement.

Modification of Earn-Out Agreement

On April 10, 2006, Steven Madden, Ltd. (the "Company") entered into an Amendment to Earn-Out Agreement (the "Amendment") with Daniel M. Friedman ("Friedman"), amending the Earn-Out Agreement, dated February 7, 2006 (the "Earn-Out Agreement"), among the Company, Friedman, Daniel M. Friedman & Associates, Inc. ("DMF") and DMF International, Ltd. ("DMFI," and together with DMF, the "DMF Companies"). The Earn-Out Agreement, which was entered into in connection with the Company's purchase of all of the issued and outstanding shares of capital stock of the DMF Companies from Friedman, governs the eligibility for and payment of certain purchase price payments to Friedman in fiscal years 2008, 2009 and 2010 based on the DMF Companies' financial performance for those years.

The Amendment amends the definition of "EBITDA" contained in the Earn-Out Agreement to include in the calculation of EBITDA certain amounts which previously were subtracted from net sales. The foregoing does not purport to be complete and is qualified in its entirety by reference to the complete Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit	Description
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No.

10.1	Amendment to Earn-Out Agreement, dated as of April 10, 2006, between the Company and Daniel M. Friedman.
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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 A. KARSON

Name: Jamieson A. Karson
Title: Chief Executive Officer

Date: April 12, 2006