



Edgar Filing: STEVEN MADDEN, LTD. - Form 10-K/A

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

The aggregate market value of the common equity held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers and Directors are "affiliates" of the registrant) as of June 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$233,359,000 (based on the closing sale price of the registrant's common stock on that date as reported on The Nasdaq National Market).

The number of outstanding shares of the registrant's common stock as of March 9, 2006 was 13,846,168 shares.

EXPLANATORY NOTE

Steven Madden, Ltd. (the "Company") is filing this Amendment No. 2 on Form 10-K/A to its Annual Report on Form 10-K for the fiscal year ended December 31, 2005 solely for the purpose of adding Exhibit 10.29 to the original Form 10-K.

The Amendment does not reflect events occurring after the filing of the original Form 10-K and, other than the addition of the exhibit referenced above to the exhibit lists and the filing of such exhibit, does not modify or update the disclosure in the original Form 10-K.

Item 15. Exhibits and Financial Statement Schedules.

(b) Exhibits.

- 10.29 Employment Agreement between the Company and Amelia Newton Varela, effective as of October 1, 2004.#
- 31.01 Certification of Chief Executive Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.02 Certification of Chief Financial Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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# Indicates management contract or compensatory plan or arrangement required to be identified pursuant to Item 15(b).

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: New York, New York  
May 8, 2006

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STEVEN MADDEN, LTD.

By: /s/ JAMIESON KARSON

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Jamieson Karson  
Chairman and Chief Executive Officer

STEVEN MADDEN, LTD.  
FORM 10-K/A

EXHIBITS  
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            effective as of October 1, 2004.#
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