

STEIN MART INC  
Form 10-Q  
December 04, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended November 2, 2013**

**or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 0-20052**

**STEIN MART, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Florida</b> <b>(State or other jurisdiction of</b>	<b>64-0466198</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Identification Number)</b>
<b>1200 Riverplace Blvd., Jacksonville, Florida</b> <b>(Address of principal executive offices)</b>	<b>32207</b> <b>(Zip Code)</b>
<b>Registrant's telephone number, including area code: (904) 346-1500</b>	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares outstanding of the Registrant's common stock as of November 30, 2013 was 44,531,282.

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**Table of Contents****Stein Mart, Inc.****Condensed Consolidated Balance Sheets****(Unaudited)**

(In thousands, except for share and per share data)

	November 2, 2013	February 2, 2013	October 27, 2012
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 59,517	\$ 67,233	\$ 104,121
Inventories	329,691	243,345	296,689
Prepaid expenses and other current assets	25,796	22,855	17,566
Total current assets	415,004	333,433	418,376
Property and equipment, net of accumulated depreciation and amortization of \$148,358, \$132,317 and \$134,803, respectively	140,422	131,570	125,582
Other assets	26,930	26,706	24,635
Total assets	\$ 582,356	\$ 491,709	\$ 568,593
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>			
Current liabilities:			
Accounts payable	\$ 199,135	\$ 130,972	\$ 185,037
Accrued expenses and other current liabilities	65,192	66,109	65,499
Total current liabilities	264,327	197,081	250,536
Other liabilities	61,690	60,594	56,667
Total liabilities	326,017	257,675	307,203
<b>COMMITMENTS AND CONTINGENCIES (See Note 8)</b>			
Shareholders' equity:			
Preferred stock - \$0.01 par value; 1,000,000 shares authorized; no shares issued or outstanding			
Common stock - \$0.01 par value; 100,000,000 shares authorized; 44,500,995, 43,808,485 and 43,608,228 shares issued and outstanding, respectively			
	445	438	436
Additional paid-in capital	26,078	17,491	15,430
Retained earnings	230,278	216,574	246,866
Accumulated other comprehensive loss	(462)	(469)	(1,342)
Total shareholders' equity	256,339	234,034	261,390

Total liabilities and shareholders equity	\$ 582,356	\$ 491,709	\$ 568,593
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The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****Stein Mart, Inc.****Condensed Consolidated Statements of Operations****(Unaudited)**

(In thousands, except per share amounts)

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
Net sales	\$ 290,453	\$ 273,729	\$ 902,786	\$ 863,809
Cost of merchandise sold	212,688	203,039	646,760	627,436
Gross profit	77,765	70,690	256,026	236,373
Selling, general and administrative expenses	77,873	74,431	225,909	217,306
Operating (loss) income	(108)	(3,741)	30,117	19,067
Interest expense, net	69	81	197	170
(Loss) Income before income taxes	(177)	(3,822)	29,920	18,897
Income tax (benefit) expense	(205)	(2,163)	11,786	7,417
Net income (loss)	\$ 28	\$ (1,659)	\$ 18,134	\$ 11,480
Net income (loss) per share:				
Basic	\$ 0.00	\$ (0.04)	\$ 0.41	\$ 0.26
Diluted	\$ 0.00	\$ (0.04)	\$ 0.40	\$ 0.26
Weighted-average shares outstanding:				
Basic	43,102	42,568	42,949	42,622
Diluted	43,924	42,568	43,631	42,769

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**Stein Mart, Inc.****Condensed Consolidated Statements of Comprehensive Income****(Unaudited)**

(In thousands)

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
Net income (loss)	\$ 28	\$ (1,659)	\$ 18,134	\$ 11,480
Other comprehensive income, net of tax:				
Change in post-retirement benefit obligations	2	26	7	77
Comprehensive income (loss)	\$ 30	\$ (1,633)	\$ 18,141	\$ 11,557

The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****Stein Mart, Inc.****Condensed Consolidated Statements of Cash Flows****(Unaudited)**

(In thousands)

	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
<b>Cash flows from operating activities:</b>		
Net income	\$ 18,134	\$ 11,480
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	20,834	17,245
Share-based compensation	5,248	3,769
Store closing charges	(145)	654
Loss on disposals of property and equipment	586	929
Deferred income taxes	6,740	(2,972)
Tax deficiency from equity issuances	(68)	(682)
Excess tax benefits from share-based compensation	(610)	(59)
Changes in assets and liabilities:		
Inventories	(86,346)	(77,857)
Prepaid expenses and other current assets	(5,542)	15,105
Other assets	(224)	(1,235)
Accounts payable	68,163	78,974
Accrued expenses and other current liabilities	(691)	(1,219)
Other liabilities	(920)	5,559
Net cash provided by operating activities	25,159	49,691
<b>Cash flows from investing activities:</b>		
Acquisition of property and equipment	(30,272)	(32,732)
Net cash used in investing activities	(30,272)	(32,732)
<b>Cash flows from financing activities:</b>		
Cash dividends paid	(4,430)	
Capital lease payments	(2,197)	(4,025)
Excess tax benefits from share-based compensation	610	59
Proceeds from exercise of stock options and other	3,633	434
Repurchase of common stock	(219)	(3,359)
Net cash used in financing activities	(2,603)	(6,891)
Net (decrease) increase in cash and cash equivalents	(7,716)	10,068

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Cash and cash equivalents at beginning of year	67,233	94,053
Cash and cash equivalents at end of period	\$ 59,517	\$ 104,121

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**STEIN MART, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

(Dollars in tables in thousands, except per share amounts)

**1. Basis of Presentation**

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with generally accepted accounting principles ( GAAP ) for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting primarily of normal and recurring adjustments) considered necessary for a fair statement have been included. Due to the seasonality of our business, results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year. For further information, refer to the Consolidated Financial Statements and footnotes thereto included in our annual report on Form 10-K for the year ended February 2, 2013.

As used herein, the terms we , our , us , Stein Mart and the Company refer to Stein Mart, Inc. and its wholly-owned subsidiaries.

**Recent Accounting Pronouncement**

In February 2013, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU No. 2013-02 requires presentation of reclassification adjustments from each component of accumulated other comprehensive income either in a single note or parenthetically on the face of the financial statements, for those amounts required to be reclassified into net income in their entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety in the same reporting period, cross-reference to other disclosures is required. We adopted this guidance in the first quarter of 2013. The adoption of this guidance did not have a material impact on our financial statements or disclosures.

**2. Fair Value Measurements**

*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

We have money market fund investments classified as cash equivalents which are Level 1 assets because fair value is based on readily available market prices. The fair value of these assets was \$45.2 million at November 2, 2013, \$55.2 million at February 2, 2013 and \$91.2 million at October 27, 2012.

**3. Gift Card and Merchandise Return Cards**

For the 13 weeks ended November 2, 2013 and October 27, 2012, we recognized breakage income on unused gift and merchandise return cards of \$0.2 million and \$0.1 million, respectively. For the 39 weeks ended November 2, 2013 and October 27, 2012, we recognized breakage income on unused gift and merchandise return cards of \$0.6 million and \$2.7 million, respectively. During the second quarter of 2012, we updated certain assumptions on our obligations for unused gift and merchandise return card balances. Breakage income is included in Selling, general and

administrative expenses in the Condensed Consolidated Statements of Operations.

#### **4. Revolving Credit Agreement**

On October 28, 2011, we entered into an amended and restated revolving credit agreement (the Credit Agreement ) with Wells Fargo Bank, N.A. The Credit Agreement provides for a \$100 million senior secured revolving credit facility which can be increased to \$150 million. The Credit Agreement matures on February 28, 2017. Borrowings under the Credit Agreement are based on and collateralized by eligible credit card receivables and inventory.

The amount available under the Credit Agreement is the lesser of \$100 million or 90% of eligible credit card receivables and inventories less reserves. The amount available for borrowing at November 2, 2013 was \$93.8 million and represents the capped borrowing base of \$100 million reduced by outstanding letters of credit of \$6.2 million. The Credit Agreement contains customary affirmative and negative covenants, including limitations on granting of liens, certain investments, additional indebtedness, prepayments on indebtedness and disposition of inventory. We had no direct borrowings at November 2, 2013.

#### **5. Income Taxes**

The effective tax rates ( ETR ) for the 39 weeks ended November 2, 2013 and October 27, 2012 were 39.4 percent and 39.2 percent, respectively. The ETR for the 39 weeks ended November 2, 2013 and October 27, 2012 were higher than the statutory rate due to non-deductible expenses.

**Table of Contents****6. Shareholders Equity***Stock Repurchase Plan*

During the 39 weeks ended November 2, 2013 we repurchased 18,927 shares of our common stock at a total cost of \$0.2 million. Repurchases during the 39 weeks ended October 27, 2012 were 494,330 shares of our common stock at a total cost of \$3.4 million.

**7. Earnings Per Share**

We calculate earnings per share ( EPS ) using the two-class method. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of EPS. Our restricted stock awards are considered participating securities because they contain non-forfeitable rights to dividends.

The following table presents the calculation of basic and diluted EPS (shares in thousands):

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
<b>Basic Earnings (Loss) Per Common Share:</b>				
Net income (loss)	\$ 28	\$ (1,659)	\$ 18,134	\$ 11,480
Income allocated to participating securities			479	317
Net income (loss) available to common shareholders	\$ 28	\$ (1,659)	\$ 17,655	\$ 11,163
Basic weighted-average shares outstanding	43,102	42,568	42,949	42,622
Basic earnings (loss) per share	\$ 0.00	\$ (0.04)	\$ 0.41	\$ 0.26
<b>Diluted Earnings (Loss) Per Common Share:</b>				
Net income (loss)	\$ 28	\$ (1,659)	\$ 18,134	\$ 11,480
Income allocated to participating securities	1		474	316
Net income (loss) available to common shareholders	\$ 27	\$ (1,659)	\$ 17,660	\$ 11,164
Basic weighted-average shares outstanding	43,102	42,568	42,949	42,622
Incremental shares from share-based compensation plans	822		682	147

Diluted weighted-average shares outstanding	43,924	42,568	43,631	42,769
Diluted earnings (loss) per share	\$ 0.00	\$ (0.04)	\$ 0.40	\$ 0.26

Options to acquire shares and performance share awards totaling approximately 11 thousand shares of common stock that were outstanding during the third quarter of 2013 were not included in the computation of diluted earnings per share. Due to the Company's net loss position for the third quarter of 2012, 1.3 million weighted average unvested restricted shares (participating securities) and 0.3 million weighted average common stock equivalents (non-participating securities) were not considered in the calculation of net loss available to common shareholders used for both basic and diluted EPS. In addition, options to acquire shares and performance share awards totaling approximately 0.9 million shares of common stock that were outstanding during the third quarter of 2012, were not included in the computation of diluted loss per share. Options excluded were those that had exercise prices greater than the average market price of the common shares such that inclusion would have been anti-dilutive. Performance share awards were not included based on level of performance.

For the first 9 months of 2013 and 2012, options to acquire and performance share awards of approximately 0.3 million and 0.9 million shares of common stock, respectively, were not included in the computation of diluted earnings per share for the aforementioned reasons.

## 8. Commitments and Contingencies

On July 24, 2013, the Securities and Exchange Commission (the "SEC") informed us that it was conducting an investigation of the Company and made a request for voluntary production of documents and information. The request is focused on our recent restatement of prior financial statements and our change in auditors. We are cooperating fully with the SEC in this matter. We are unable to predict what action, if any, might be taken in the future by the SEC as a result of the matters that are the subject of the investigation or what impact, if any, the cost of responding to the investigation might have on our financial condition or results of operations.

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**STEIN MART, INC.**

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

As used herein, the terms we, our, us, Stein Mart and the Company refer to Stein Mart, Inc. and its wholly-owned subsidiaries.

**Forward-Looking Statements**

This report contains forward-looking statements which are subject to certain risks, uncertainties or assumptions and may be affected by certain factors, including but not limited to the matters discussed in Item 1A. Risk Factors of our Form 10-K for the fiscal year ended February 2, 2013 and this Form 10-Q for the quarterly period ended November 2, 2013. Wherever used, the words plan, expect, anticipate, believe, estimate and similar expressions identify forward-looking statements. Should one or more of these risks, uncertainties or other factors materialize, or should underlying assumptions prove incorrect, actual results, performance or achievements may vary materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are based on beliefs and assumptions of our management and on information currently available to such management. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update or revise our forward-looking statements in light of new information or future events. Undue reliance should not be placed on such forward-looking statements, which are based on current expectations. Forward-looking statements are not guarantees of performance.

**Overview**

Stein Mart is a national retailer offering the fashion merchandise, service and presentation of a better department or specialty store at prices competitive with off-price retail chains. Our focused assortment of merchandise features current-season moderate to better fashion apparel for women and men, as well as accessories, shoes and home fashions.

**Financial Overview for the 13 and 39 weeks ended November 2, 2013**

Net sales were \$290.5 million for the 13 weeks ended November 2, 2013, an increase from \$273.7 million for the 13 weeks ended October 27, 2012, and \$902.8 million for the 39 weeks ended November 2, 2013, an increase from \$863.8 million for the 39 weeks ended October 27, 2012.

Comparable store sales for the 13 weeks ended November 2, 2013 increased 4.8 percent compared to the 13 weeks ended October 27, 2012, and for the 39 weeks ended November 2, 2013 increased 4.0 percent compared to the 39 weeks ended October 27, 2012.

Net income was \$28 thousand or \$0.00 per diluted share for the 13 weeks ended November 2, 2013, compared to net loss of \$1.7 million or \$0.04 loss per diluted share for the 13 weeks ended October 27, 2012.

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Net income was \$18.1 million or \$0.40 per diluted share for the 39 weeks ended November 2, 2013 compared to net income of \$11.5 million or \$0.26 per diluted share for the 39 weeks ended October 27, 2012.

Cash and cash equivalents as of November 2, 2013 was \$59.5 million compared to \$67.2 million as of February 2, 2013 and \$104.1 million as of October 27, 2012. The lower cash balance reflects payment of a special dividend of \$43.8 million at the end of 2012 and two quarterly dividends totaling \$4.4 million during 2013. We had no direct borrowings on our revolving credit agreement as of November 2, 2013, February 2, 2013 and October 27, 2012.

### Stores

There were 264 stores open as of November 2, 2013 and 262 stores open as of October 27, 2012.

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
Stores at beginning of period	262	263	263	262
Stores opened during the period	4	3	4	5
Stores closed during the period	(2)	(4)	(3)	(5)
Stores at the end of period	264	262	264	262

**Table of Contents****Results of Operations**

The following table sets forth the Condensed Consolidated Statements of Operations expressed as a percentage of our net sales:

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of merchandise sold	73.2%	74.2%	71.6%	72.6%
Gross profit	26.8%	25.8%	28.4%	27.4%
Selling, general and administrative expenses	26.9%	27.2%	25.1%	25.2%
Operating (loss) income	(0.1)%	(1.4)%	3.3%	2.2%
Interest expense, net	0.0%	0.0%	0.0%	0.0%
(Loss) income before income taxes	(0.1)%	(1.4)%	3.3%	2.2%
Income tax (benefit) expense	(0.1)%	(0.8)%	1.3%	0.9%
Net income (loss)	0.0%	(0.6)%	2.0%	1.3%

**Net Sales.** The following table compares net sales for the 13 and 39 weeks ended November 2, 2013 to the 13 and 39 weeks ended October 27, 2012 (dollar amounts in thousands):

	13 Weeks Ended			39 Weeks Ended		
	November 2, 2013	October 27, 2012	Increase	November 2, 2013	October 27, 2012	Increase
Net sales	\$ 290,453	\$ 273,729	\$ 16,724	\$ 902,786	\$ 863,809	\$ 38,977
Sales percent increase:						
Total net sales			6.1%			4.5%
Comparable store sales			4.8%			4.0%

For the 13 and 39 weeks ended November 2, 2013, the comparable store sales increase was driven by an increase in average unit retail and a smaller increase in average units per transaction. The number of transactions increased slightly for the 13 weeks ended November 2, 2013 and decreased for the 39 weeks ended November 2, 2013.

Comparable store sales reflects stores open throughout the period and prior fiscal year and excludes leased department commissions. Comparable store sales has been adjusted for the one-week shift caused by the 53 week year in 2012.

We believe our customers responded positively to our improved merchandise assortment. An expanded color palette, an increased assortment of designer and national brands throughout the store, and our home department continue to drive sales.

**Gross Profit.** The following table compares gross profit for the 13 and 39 weeks ended November 2, 2013 to the 13 and 39 weeks ended October 27, 2012 (dollar amounts in thousands):

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	13 Weeks Ended			39 Weeks Ended		
	November 2, 2013	October 27, 2012	Increase	November 2, 2013	October 27, 2012	Increase
Gross profit	\$ 77,765	\$ 70,690	\$ 7,075	\$ 256,026	\$ 236,373	\$ 19,653
Percentage of net sales	26.8%	25.8%	1.0%	28.4%	27.4%	1.0%

For the 13 weeks ended November 2, 2013, the increase in the gross profit rate for the quarter was primarily the result of higher markup and slightly lower occupancy costs as a percentage of sales, offset by slightly higher markdowns as a percentage of sales.

For the 39 weeks ended November 2, 2013, the increase in the year to date gross profit rate was primarily the result of higher markup, slightly lower markdowns as a percentage of sales and slightly lower occupancy costs as a percentage of sales.

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**Selling, General and Administrative Expenses ( SG&A ).** The following table compares SG&A expenses for the 13 and 39 weeks ended November 2, 2013 to the 13 and 39 weeks ended October 27, 2012 (dollar amounts in thousands):

	13 Weeks Ended November 2, 2013	3 Weeks Ended October 27, 2012	Increase/ (Decrease)	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012	Increase/ (Decrease)
Selling, general and administrative expenses	\$ 77,873	\$ 74,431	\$ 3,442	\$ 225,909	\$ 217,306	\$ 8,603
Percentage of net sales	26.9%	27.2%	(0.3)%	25.1%	25.2%	(0.1)%

For the 13 weeks ended November 2, 2013, SG&A expenses increased primarily due to a \$1.9 million increase in store expenses, a \$1.1 million increase in corporate expenses and a \$0.5 million increase in depreciation expense. Store expenses increased primarily due to compensation increases and higher payroll expense to support our higher sales and new stores. Corporate expenses increased primarily due to higher incentive expense and compensation increases. Depreciation expense increased as a result of investments in capital expenditures.

For the 39 weeks ended November 2, 2013, SG&A expenses increased primarily due to a \$3.6 million increase in depreciation expense, a \$3.3 million increase in store expenses and a \$2.1 million decrease in breakage income on unused gift cards and merchandise return cards, partially offset by a \$0.7 million increase in credit card program income. Depreciation expense increased as a result of investments in capital expenditures. Store expenses increased due to compensation increases and higher payroll expense to support higher sales and new stores. The decrease in breakage income on unused gift cards and merchandise return cards was primarily the result of an update in our breakage assumptions during the second quarter of 2012. Corporate expenses for the 39 weeks ended November 2, 2013 were comparable to the prior year primarily due to higher incentive expense and compensation increases offset by lower healthcare costs resulting from favorable claims experience and lower allocated buying costs.

**Income Taxes.** The following table compares income tax expense for the 13 and 39 weeks ended November 2, 2013 to the 13 and 39 weeks ended October 27, 2012 (dollar amounts in thousands):

	13 Weeks Ended November 2, 2013	13 Weeks Ended October 27, 2012	Increase/ (Decrease)	39 Weeks Ended November 2, 2013	39 Weeks Ended October 27, 2012	Increase
Income tax (benefit) expense	\$ (205)	\$ (2,163)	\$ 1,958	\$ 11,786	\$ 7,417	\$ 4,369
Effective tax rate	(115.8)%	(56.6)%	(59.2)%	39.4%	39.2%	0.2%

For the 39 weeks ended November 2, 2013 and October 27, 2012, the effective tax rates were higher than the statutory rate due to the impact of non-deductible expenses.

**Liquidity and Capital Resources**

Our primary source of liquidity is the sale of merchandise inventories. Capital requirements and working capital needs are funded through a combination of internally generated funds, available cash, credit terms from vendors and a \$100 million revolving credit facility with Wells Fargo Bank, N.A. Working capital is needed to support store inventories and capital investments for system improvements, new store openings and to maintain existing stores. Historically,

our working capital needs are lowest in the first quarter and highest at the end of the third quarter and beginning of the fourth quarter as we build inventories for the holiday selling season. As of November 2, 2013, we had cash and cash equivalents of \$59.5 million and no direct borrowings under our revolving credit facility.

Net cash provided by operating activities was \$25.2 million for the 39 weeks ended November 2, 2013 compared to \$49.7 million for the 39 weeks ended October 27, 2012. Cash provided by operating activities decreased primarily due to changes in working capital, partially offset by an increase in operating income. Working capital changes were primarily driven by increased inventories net of accounts payable and higher tax payments. Cash provided by operating activities for the 39 weeks ended October 27, 2012 includes an income tax refund of approximately \$6.6 million.

Net cash used in investing activities was \$30.3 million for the 39 weeks ended November 2, 2013 compared to \$32.7 million for the 39 weeks ended October 27, 2012. Capital expenditures relate to information systems hardware and software and to new and existing store improvements. Expenditures in 2012 were higher due to greater investment in our new merchandise information system.

Net cash used in financing activities was \$2.6 million for the 39 weeks ended November 2, 2013 compared to \$6.9 million for the 39 weeks ended October 27, 2012. During the 39 weeks ended November 2, 2013, we had cash dividends paid of \$4.4 million, payments on capital leases of \$2.2 million, and receipts from stock option exercises of \$3.6 million. During the 39 weeks ended October 27, 2012, we had payments on capital leases of \$4.0 million and we repurchased shares of common stock for \$3.4 million.

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**Recent Accounting Pronouncement**

In February 2013, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. ASU No. 2013-02 requires presentation of reclassification adjustments from each component of accumulated other comprehensive income either in a single note or parenthetically on the face of the financial statements, for those amounts required to be reclassified into net income in their entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety in the same reporting period, cross-reference to other disclosures is required. We adopted this guidance in the first quarter of 2013. The adoption of this guidance did not have a material impact on our financial statements or disclosures.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

For information regarding our exposure to certain market risk, see *Quantitative and Qualitative Disclosures About Market Risk* in Part II, Item 7A of our Form 10-K for the year ended February 2, 2013. There were no material changes to our market risk during the quarter ended November 2, 2013.

**ITEM 4. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act ), as of the end of the period covered by this report.

Based on the evaluation discussed above, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report due to the material weaknesses identified in the Company s internal control over financial reporting described below.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company s annual or interim financial statements will not be prevented or detected on a timely basis. Based on this definition, management has concluded that the material weaknesses noted below existed in the Company s internal control over financial reporting.

The following material weaknesses were identified in 2012 and still existed as of November 2, 2013.

*Inventory Markdowns:* We did not maintain effective internal controls over inventory markdowns that impacted the valuation and accuracy of the accounting for and disclosures of Inventory and Cost of merchandise sold. Specifically, we did not design effective controls for the finance department to monitor and evaluate the appropriate accounting for markdowns. Additionally, our finance and merchandising departments did not communicate effectively so that the finance department could develop appropriate accounting policies relative to markdowns. Because the Company values inventories at the lower of average cost or market on a first-in, first-out basis using the retail inventory method of accounting, the characterization of markdowns as either permanent or promotional has a direct impact on the calculation of ending inventory value and thus cost of merchandise sold. More specifically, inventory is reduced by permanent markdowns for all on-hand units at the time the markdown is taken but is not reduced by promotional

markdowns until the units are sold. These material weaknesses resulted in the misstatement of our Inventory and Cost of merchandise sold in 2012 and prior years.

*Leasehold improvement costs:* We did not maintain effective internal controls over leasehold improvements that impacted the presentation and disclosure and accuracy of the accounting for and disclosures of Prepaid expenses and other current assets, Property and equipment, net, Other assets, Other liabilities, Cost of merchandise sold and Selling, general & administrative expenses. Specifically, we did not design effective controls for financial management to adequately validate the assertions made by real estate operations management regarding the future value of leasehold improvements made by the Company and consequently did not record tenant improvement allowances ( TIA ) provided by landlords for our stores in accordance with accounting standards. TIA provided as leasehold incentives to us was thus improperly netted against property and equipment instead of being accounted for as a deferred rent credit. This material weakness resulted in the misstatement of our Prepaid expenses and other current assets, Property and equipment, net, Other assets, Other liabilities, Cost of merchandise sold and Selling, general & administrative expenses in 2012 and prior years.

*Compensated absences (paid vacation):* We did not maintain effective internal controls over the establishment of compensated absences (paid vacation) accruals that impacted accuracy, completeness and valuation of the accounting for and disclosures of Accrued expenses and other current liabilities and Selling, general and administrative expenses. Specifically, we did not design effective controls for financial management to effectively communicate with human resources personnel to fully understand the Company's vacation policy. The Company's vacation policy is an earn in one year, take in the next policy whereby at the end of any year, the policy leaves associates with a full year of earned, but untaken vacation. In the past, the policy was incorrectly interpreted by financial management to be an earn and take in the same year policy; thus the Company had historically not recorded a vacation accrual. This material weakness resulted in the misstatement of our Accrued expenses and other current liabilities and Selling, general and administrative expenses in 2012 and prior years.

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*Indirect overhead cost capitalization:* We did not maintain effective internal controls over indirect overhead cost capitalization that impacted the valuation and accuracy of the accounting for and disclosures of Inventory and Cost of merchandise sold. Specifically, we did not design effective controls to calculate the indirect cost capitalization adjustment in interim periods. Although we have a control in place to evaluate the key assumptions and the resulting calculation of the indirect cost capitalization adjustment on an annual basis, we did not conduct an analysis at interim period ends. This material weakness resulted in the misstatement of our Inventory and Cost of merchandise sold in interim periods in 2012 and prior years.

*Software assets amortization periods and retirements:* We did not maintain effective internal controls over the appropriate amortization periods and the timing of retirements of software assets that impacted the accuracy, completeness, presentation and disclosure of the accounting for and disclosures of Prepaid expenses and other current assets, Property and equipment, net, and Selling, general and administrative expenses. Specifically, we did not design effective controls for information technology personnel to effectively communicate the nature of certain software expenditures to the finance department resulting in the amortization of software costs over an improper period. Additionally, we did not design effective controls for financial management to effectively communicate with information technology personnel to timely identify and remove retired software assets from the accounting records. These material weaknesses resulted in the misstatement of our Prepaid expenses and other current assets, Property and equipment, net, and Selling, general and administrative expenses in 2012 and prior years.

The material weaknesses set forth above have caused us to conclude that we had a material weakness in our control environment related to the level of information and communication between the finance department and other departmental functions being insufficient in preventing and detecting material misstatements to the Company's financial statements in 2012 and prior years. This material weakness contributed to the above material weaknesses.

The following additional material weakness was identified in the third quarter of 2011 and still existed as of November 2, 2013:

*Information technology communication:* We did not maintain effective internal controls over information technology communication that impacted the accuracy and valuation of the accounting for and disclosures of Cost of merchandise sold and Inventory. Specifically, we did not design effective controls for our IT department to effectively communicate system incidents to the appropriate personnel. We determined that IT operations personnel followed protocols for issue resolution; however, because of the uniqueness and potential impacts of certain incidents, further escalation to the finance organization should have occurred. IT personnel did not notify the finance organization that historical records had been removed to free up system capacity and that certain transactions had been reprocessed. This prevented accounting personnel from identifying an error in the Perpetual System unit balances and analyzing the potential impact related to permanent markdowns on a timely basis. This material weakness resulted in an adjustment in the third quarter of 2011 to Cost of merchandise sold and Inventory by not recording all permanent markdowns actually taken.

The above material weaknesses could result in further misstatement of the financial statements or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or detected.

## **Remediation Efforts to Address Material Weaknesses**

Our management has discussed the material weaknesses described above with our Audit Committee and external auditors. To remediate the material weaknesses we have implemented or are implementing a number of measures, including those listed below.

Identified in 2012:

*Inventory Markdowns:* We implemented the following activities in 2013 to remediate the markdown material weaknesses noted above: 1) Merchandising and financial management are updating the existing policies and procedures to reflect the agreed upon characteristics of markdowns as promotional or permanent; 2) At quarter end, financial management reviews markdown activity to determine if all items have been recorded in accordance with markdown policies; 3) At quarter end, financial management meets with merchandising management to review the seasonal inventory levels. Based on this analysis they assess comparability and appropriateness of permanent markdowns and related markdown levels; 4) Financial management reviews promotional markdowns in detail to determine whether pricing actions before and after quarter end indicate situations where markdowns should be more appropriately identified as permanent; and 5) Financial management approves changes, if any, in seasonal merchandise mark out-of-stock dates.

*Leasehold improvement costs:* We implemented the following activities in 2013 to remediate the leasehold accounting material weakness noted above: 1) The existing policy and procedures related to leases have been updated to reflect the proper accounting treatment of

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lease terms and financial management will review the terms of all new leases that contain TIA in accordance with the new policy to determine that leasehold improvements and deferred rent credits are correctly recorded; 2) The finance department meets with real estate management annually to review the lease accounting policy and validate the underlying assertions made by the real estate department upon which the policy is predicated; and 3) We implemented a software application that in addition to streamlining our processes for tracking and recording leases will facilitate communication between finance and our real estate department.

*Compensated absences (paid vacation):* We implemented the following activities in 2013 to remediate the compensated absences (paid vacation) material weakness noted above: The accounting policy for recording accrued vacation has been updated by the finance department to reflect the proper accounting treatment of compensated absences (paid vacation) in accordance with the Company's vacation policy and changes to the Company's vacation policy will require approval by the finance department. Additionally, financial management reviews and approves the vacation accrual on a quarterly basis and determines that the accrual calculation is consistent with the Company's vacation policy.

*Indirect overhead cost capitalization:* We implemented the following activities in 2013 to remediate the indirect cost capitalization material weakness noted above: The accounting policy for recording the indirect cost capitalization adjustment has been changed to include quarterly review of the indirect overhead rate assumptions and preparation of the resulting inventory adjustment on a quarterly basis. Additionally, financial management reviews and approves the indirect cost capitalization adjustment on a quarterly basis.

*Software assets amortization periods and retirements:* In the fourth quarter of 2012, we implemented the following activities to remediate the software assets amortization periods and retirements material weaknesses noted above: Financial management reviews software asset additions with IT personnel and approves the software asset amortization period and capitalization prior to recording in the fixed asset subledger. For retirements, we added procedures for IT personnel and financial management to review the software assets listing to identify assets no longer in use on an annual basis.

Identified in the third quarter of 2011:

*Information technology communication:* We implemented the following activities to remediate the information technology material weakness noted above: 1) In the first quarter of 2012, we added procedures to regularly review systematic schedule changes that have been temporarily placed on hold; 2) In the first quarter of 2012, we monitored the capacity issue on our legacy inventory system on a daily basis until we replaced the system in May 2012; and 3) In the fourth quarter of 2012, we implemented procedures to ensure formal communication and documentation with finance and other department heads related to issue resolution.

In addition to the remediation efforts set forth above, beginning in the fourth quarter of 2012 we re-evaluated the composition and structure of our finance organization and made several changes including replacing associates in several key positions, modifying associate responsibilities, adding resources and realigning reporting assignments to strengthen the skills and capabilities of the organization to improve the level of information and communication between departmental functions. Additionally, we implemented a quarterly sub-certification process whereby all members of upper management and certain other management review our filings and confirm their responsibility for, among other things, the effectiveness of key controls in their functional areas and that they are unaware of inaccuracies or omissions in our financial statements.

The Company believes the remediation measures will strengthen the Company's internal control over financial reporting and remediate the material weaknesses identified. However, as we are still assessing the design and

operating effectiveness of these measures, the identified material weaknesses have not been fully remediated as of November 2, 2013. We will continue to monitor the effectiveness of these remediation measures and will make any changes and take such other actions that we deem appropriate.

#### **Changes in Internal Control Over Financial Reporting**

As discussed above, there were changes in the Company's internal control over financial reporting (as that term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**Table of Contents****PART II - OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

On July 24, 2013, the Securities and Exchange Commission (the "SEC") informed the Company that it was conducting an investigation of the Company and made a request for voluntary production of documents and information. Based upon the request, the Company believes the investigation is focused on the Company's recent restatement of prior financial statements and the Company's change in auditors. The Company is cooperating fully with the SEC in this matter.

In addition, we are involved in various routine legal proceedings incidental to the conduct of our business. Management, based upon the advice of outside legal counsel, does not believe that any of these legal proceedings will have a material adverse effect on our financial condition, results of operations or cash flows.

**ITEM 1A. RISK FACTORS**

The risks described in Item 1A, Risk Factors, in our Annual Report on Form 10-K for the fiscal year ended February 2, 2013, could materially and adversely affect our business, financial condition and results of operations. In addition to the risks described in Item 1A, Risk Factors, in our Annual Report on Form 10-K for the fiscal year ended February 2, 2013, the following additional risk factor could materially and adversely affect our business, financial condition and results of operation.

**The SEC Investigation could materially and adversely affect our business, our financial condition and results of operations.** On July 24, 2013, the SEC informed the Company that it was conducting an investigation of the Company and made a request for voluntary production of documents and information. Based upon the request, the Company believes the investigation is focused on the Company's recent restatement of prior financial statements and the Company's change in auditors. The Company is cooperating fully with the SEC in this matter. The Company is unable to predict what action, if any, might be taken in the future by the SEC as a result of the matters that are the subject of the investigation or what impact, if any, the cost of responding to the investigation might have on the Company's financial condition or results of operations. The Company has not established any provision for losses in respect of this matter. A protracted investigation could impose substantial costs and distractions, regardless of its outcome. There can be no assurance that any final resolution of this investigation will not have a material and adverse effect on the Company's financial condition and results of operations.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table provides information regarding repurchases of our common stock during the quarter ended November 2, 2013:

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total number	Average price	Total number of shares purchased	Maximum number of shares that
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	of shares purchased	paid per share	as part of publicly announced plans or programs (1)	may yet be purchased under the plans or programs (1)
August 4, 2013 - August 31, 2013	5,520	\$ 12.45	5,520	875,410
September 1, 2013 - October 5, 2013	1,851	\$ 13.32	1,851	873,559
October 6, 2013 - November 2, 2013	1,553	\$ 14.68	1,553	872,006
Total	8,924	\$ 13.02	8,924	872,006

(1) Our Open Market Repurchase Program is conducted pursuant to authorizations made from time to time by our Board of Directors. For the quarter ended November 2, 2013, all shares purchased related to taxes due on the vesting of employee stock awards.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**Table of Contents****ITEM 5. OTHER INFORMATION**

On June 28, 2013, in recognition of the substantial increase in the trading price of our common stock and the value derived by our shareholders from such increase in value, our Compensation Committee approved cash bonuses which would become payable to certain executive officers if the closing price of our common stock equaled or exceeded \$14.00 per share on two consecutive trading days. Our common stock maintained a closing price in excess of \$14.00 per share for two consecutive trading days on July 12, 2013, and our named executive officers received the following bonus payments on July 16, 2013:

<b>Executive Officer</b>	<b>Cash Bonus Amount</b>
Gregory W. Kleffner	\$100,000
Executive Vice President, Chief Financial Officer	
D. Hunt Hawkins	\$250,000
Executive Vice President, Chief Operating Officer	
Brian R. Morrow	\$250,000
Executive Vice President, Chief Merchandising Officer	
Gary L. Pierce	\$50,000
Senior Vice President	

Director of Stores

Our Chairman and Chief Executive Officer, Jay Stein, did not participate in this cash bonus.

**ITEM 6. EXHIBITS**

- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) or 15d-14(a)
- 32.1 Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350
- 32.2 Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350
- 101 Interactive data files from Stein Mart, Inc.'s Quarterly Report on Form 10-Q for the quarter ended November 2, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated

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Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statements of Comprehensive Income, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to Condensed Consolidated Financial Statements

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**SIGNATURES**

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 thereunto duly authorized.

STEIN MART, INC.

Date: December 4, 2013

By: /s/ Jay Stein

**Jay Stein**

Chairman of the Board and Chief Executive Officer

/s/ Gregory W. Kleffner

**Gregory W. Kleffner**

Executive Vice President and Chief Financial Officer