

STEIN MART INC  
Form NT 10-Q  
December 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER: 0-20052

CUSIP NUMBER: 858375108

(Check One):     Form 10-K     Form 11-K     Form 20-F  
  
                   Form 10-Q     Form N-SAR     Form N-CSR

For Period Ended: **October 27, 2012**

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instruction Sheet (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**  
If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

**PART I    REGISTRANT INFORMATION**

# **Stein Mart, Inc.**

**Full Name of Registrant:**

**Not applicable.**

**Former Name if Applicable:**

**1200 Riverplace Boulevard**

**Address of Principal Executive Office (Street and Number):**

**Jacksonville, Florida 32207**

**City, State and Zip Code:**

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### PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check Box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, or semi-annual report, transition report on Form 10-K, Form 20-F, form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### PART III NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period. (Attach Extra Sheets if Needed).

**On November 6, 2012, the Board of Directors of Stein Mart, Inc. (the Company), based on the recommendation of the Audit Committee and in consultation with management, concluded that because of errors identified in the Company's previously issued financial statements the Company will restate its previously issued financial statements for fiscal years 2009, 2010 and 2011, its quarterly data for the first quarter of 2012 and for all quarters in 2010 and 2011, as well as its selected financial data for the relevant periods.**

**The restatements will be made to correct errors previously reported on Form 8-K (filed with the SEC on November 9, 2012).**

**The Company expects to report multiple material weaknesses in the Company's internal controls and therefore conclude that internal controls over financial reporting and disclosure controls are not effective.**

**Until the restatement process is complete and the control implication evaluations are complete, the Company is unable to complete its third quarter financial statements and file them in the Form 10-Q for the period ended October 27, 2012 by the December 6, 2012 due date.**

### PART IV OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:  
Gregory W. Kleffner

(904) 346-1468

(2)

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Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such reports been filed? If answer is no, identify report(s).  Yes  No

**Quarterly Report on Form 10-Q for the period ended July 28, 2012**

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and if, appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**For additional information about the Company's pending restatements please see the Company's Current Report on Form 8-K filed with the SEC on November 9, 2012.**

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Stein Mart, Inc. has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 7, 2012

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