

STEIN JAY  
Form 4  
March 20, 2019

**FORM 4**

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

OMB APPROVAL

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**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

(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)  
**03/18/2019**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)                   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 03/18/2019                           |  | J <sup>(1)</sup>               | 4,500,000 D   | \$ 1.09 0   | I  | By Berry Hattie Stein 2018 Grantor Retained Annuity Trust II |
| Common Stock                    | 03/18/2019                           |  | J <sup>(1)</sup>               | 4,500,000 A   | \$ 1.09 5,174,799   | D  |  |
| Common Stock                    | 03/18/2019                           |  | J <sup>(1)</sup>               | 4,500,000 D   | \$ 1.09 0   | I  | By Jay Meredith  |

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|                 |            |  |                  |   |           |   |            | Stein 2018<br>Grantor<br>Retained<br>Annuity<br>Trust II |   |   |
|-----------------|------------|--|------------------|---|-----------|---|------------|--|---|---|
| Common<br>Stock | 03/18/2019 |  | J <sup>(1)</sup> |   | 4,500,000 | A | \$<br>1.09 | 9,674,799  | D |   |
| Common<br>Stock | 03/19/2019 |  | G                | V | 4,500,000 | D | \$ 0       | 5,174,799  | D |   |
| Common<br>Stock | 03/19/2019 |  | G                | V | 4,500,000 | A | \$ 0       | 4,500,000  | I | By Berry<br>Hattie Stein<br>2019<br>Grantor<br>Retained<br>Annuity<br>Trust |
| Common<br>Stock | 03/19/2019 |  | G                | V | 4,500,000 | D | \$ 0       | 674,799  | D |   |
| Common<br>Stock | 03/19/2019 |  | G                | V | 4,500,000 | A | \$ 0       | 4,500,000  | I | By Jay<br>Meredith<br>Stein 2019<br>Grantor<br>Retained<br>Annuity<br>Trust |
| Common<br>Stock |            |  |                  |   |           |   |            | 2,468,826  | I | Stein<br>Ventures<br>Limited<br>Partnership                                 |
| Common<br>Stock |            |  |                  |   |           |   |            | 133,709  | I | Cary<br>Ventures,<br>Inc.   |
| Common<br>Stock |            |  |                  |   |           |   |            | 1,273,694  | I | By trust for<br>benefit of<br>family  |
| Common<br>Stock |            |  |                  |   |           |   |            | 773,694  | I | By trust for<br>benefit of<br>family  |
| Common<br>Stock |            |  |                  |   |           |   |            | 731,600  | I | By trust for<br>benefit of<br>family  |
| Common<br>Stock |            |  |                  |   |           |   |            | 250,000  | I | By trust for<br>benefit of<br>family  |

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

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**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 of (D) (Instr. 3, 4, and 5) | 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 (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| STEIN JAY<br>STEIN MART, INC.<br>1200 RIVERPLACE BOULEVARD, 10TH FLOOR<br>JACKSONVILLE, FL 32207 | X             | X         | Chairman |       |

## Signatures

/S/ JAY STEIN                      03/20/2019

\_\_Signature of                      Date  
Reporting Person

## 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) In accordance with the provisions of each of the Berry Hattie Stein 2018 Grantor Retained Annuity Trust II and the Jay Meredith Stein 2018 Grantor Retained Annuity Trust II (together, the "GRATs"), Jay Stein elected to substitute certain assets for 4,500,000 shares of common stock of Stein Mart, Inc. from each of the GRATs (the "Substitutions"). The price reflects the average of the high and low price of the shares of common stock of Stein Mart, Inc. on the date of the Substitutions in accordance with the terms of the GRATs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.