

STEIN JAY
Form 4
March 20, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/18/2019		J(1)		4,500,000	D	\$ 1.09 0
Common Stock	03/18/2019		J(1)		4,500,000	A	\$ 1.09 5,174,799
Common Stock	03/18/2019		J(1)		4,500,000	D	\$ 1.09 0

By Berry
Hattie Stein
2018
Grantor
Retained
Annuity
Trust II

By Jay
Meredith

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									Stein 2018 Grantor Retained Annuity Trust II
Common Stock	03/18/2019	J ⁽¹⁾		4,500,000	A	\$ 1.09	9,674,799	D	
Common Stock	03/19/2019	G	V	4,500,000	D	\$ 0	5,174,799	D	
Common Stock	03/19/2019	G	V	4,500,000	A	\$ 0	4,500,000	I	By Berry Hattie Stein 2019 Grantor Retained Annuity Trust
Common Stock	03/19/2019	G	V	4,500,000	D	\$ 0	674,799	D	
Common Stock	03/19/2019	G	V	4,500,000	A	\$ 0	4,500,000	I	By Jay Meredith Stein 2019 Grantor Retained Annuity Trust
Common Stock							2,468,826	I	Stein Ventures Limited Partnership
Common Stock							133,709	I	Cary Ventures, Inc.
Common Stock							1,273,694	I	By trust for benefit of family
Common Stock							773,694	I	By trust for benefit of family
Common Stock							731,600	I	By trust for benefit of family
Common Stock							250,000	I	By trust for benefit of 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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(9-02)

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 Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/S/ JAY STEIN 03/20/2019

__Signature of
Reporting Person

Date

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.

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