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STEVEN MADDEN, LTD.  
Form 10-K/A  
May 08, 2006

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

FORM 10-K/A

Amendment #2

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

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

For the fiscal year ended December 31, 2005 Commission File Number 0-23702

STEVEN MADDEN, LTD.  
(Exact name of registrant as specified in its charter)

Delaware 13-3588231  
(State or other jurisdiction of (I.R.S. employer identification no.)  
incorporation or organization)

52-16 Barnett Avenue, Long Island City, New York 11104  
(Address of principal executive offices) (Zip Code)

(718) 446-1800  
(Registrant's Telephone Number, Including Area Code)

Securities Registered Pursuant to Section 12(b) of the Act: None

Securities Registered Pursuant to Section 12(g) of the Act:  
Common Stock, par value \$.0001 per share  
Preferred Stock Purchase Rights

Indicate by check mark if the registrant is a well-known seasoned issuer,  
as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports  
pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-K is not contained herein, and will not be contained, to the  
best of registrant's knowledge, in definitive proxy or information statements  
incorporated by reference in Part III of this Form 10-K or any amendment to this  
Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer,  
an accelerated filer, or a non-accelerated filer. See definition of "accelerated  
filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.  
(Check one):  
Large accelerated filer  Accelerated filer  Non-accelerated filer

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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.  
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