

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Stein Mart, Inc.		2 Issuer's employer identification number (EIN) 64-0466198	
3 Name of contact for additional information Cathleen Dowdie	4 Telephone No. of contact (904) 346-1500	5 Email address of contact cdowdie@steinmart.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 1200 Riverplace Blvd		7 City, town, or post office, state, and Zip code of contact Jacksonville, FL 32207	
8 Date of action April 17, 2015		9 Classification and description Common Stock	
10 CUSIP number 858375108	11 Serial number(s)	12 Ticker symbol SMRT	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On April 17, 2015, Stein Mart, Inc. made a cash distribution of \$0.075 per share on each outstanding share of common stock.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Stein Mart, Inc. paid a distribution of \$0.075 per share on April 17, 2015.**

At this time, based on reasonable assumptions, Stein Mart, Inc. currently estimates that approximately 77% (or \$0.058 per share) of this distribution constitutes a taxable dividend and 23% (or \$0.017 per share) of this distribution constitutes a return of capital under IRS Code Section 301(c)(2). Generally, the portion of the distribution on the common stock that is treated as a return of capital should reduce the shareholder's tax basis in the shares of common stock up to a holder's adjusted basis in the common stock, with any excess treated as capital gains pursuant to IRS Code Section 301(c)(3).

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **At this time, based on reasonable assumptions, Stein Mart, Inc.'s current estimate of its earnings and profits (current and accumulated) support Stein Mart, Inc.'s disclosure that approximately 77% (or \$0.058 per share) represents a dividend under IRS Code Section 301(c)(1). The remaining 23% (or \$0.017 per share) of this distribution represents a return of capital under IRS Code Section 301(c)(2).**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **Sections 301(c), 312 and 316 of the Internal Revenue Code.**

18 Can any resulting loss be recognized? ▶ **Not applicable.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The adjustment to basis should be taken into account in the tax year of the shareholder during which the cash distribution was received (for example, 2015 for individuals).**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Gregory W. Kleffner* Date ▶ 5/5/15

Print your name ▶ **Gregory W. Kleffner** Title ▶ **EVP and CFO**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.