

STEVEN MADDEN, LTD.  
Form 8-K  
May 29, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: May 25, 2012

(Date of earliest event reported)

**STEVEN MADDEN, LTD.**

(Exact Name of Registrant as Specified in Charter)

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| Delaware                                          | 000-23702                | 13-3588231                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

52-16 Barnett Avenue, Long Island City, New York 11104  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (718) 446-1800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

£ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

£ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

Steven Madden, Ltd. (the “Company”) held its 2012 Annual Meeting of Stockholders (the “Annual Meeting”) on May 25, 2012. At the Annual Meeting, the stockholders of the Company voted on the following proposals:

**Proposal Number 1.** To elect the six nominees named in the Company’s proxy statement for the Annual Meeting (the “Proxy Statement”), filed with the Securities and Exchange Commission on April 11, 2012, to the Board of Directors of the Company to serve as directors until the next Annual Meeting of the Company’s stockholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of the stockholders as follows:

| Nominee             | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Edward R. Rosenfeld | 37,334,503 | 1,339,741      | 2,787,758        |
| John L. Madden      | 31,756,804 | 6,917,440      | 2,787,758        |
| Peter Migliorini    | 30,861,455 | 7,812,789      | 2,787,758        |
| Richard P. Randall  | 38,463,544 | 210,700        | 2,787,758        |
| Ravi Sachdev        | 38,464,548 | 209,696        | 2,787,758        |
| Thomas H. Schwartz  | 32,169,064 | 6,505,180      | 2,787,758        |

**Proposal Number 2.** To approve an amendment of the Company’s 2006 Stock Incentive Plan, which, among other things, increases by 6,500,000 shares the number of shares of common stock available under the 2006 Stock Incentive Plan. The proposal was approved by a vote of stockholders as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 25,634,709 | 13,033,606    | 5,929       | 2,787,758        |

**Proposal Number 3.** To approve, on a non-binding advisory basis, the compensation of certain executive officers of the Company as disclosed in the Proxy Statement. The proposal was approved by a vote of stockholders as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 37,093,473 | 1,535,993     | 44,778      | 2,787,758        |

**Proposal Number 4.** To ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The proposal was approved by a vote of stockholders as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 39,906,186 | 1,549,963     | 5,853       | 0                |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 29, 2012

STEVEN MADDEN, LTD.

By: /s/ Edward R. Rosenfeld  
Edward R. Rosenfeld  
Chief Executive Officer

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