

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

**FORM 8-K**

**CURRENT REPORT**

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

Date of Report: February 12, 2025  
(Date of earliest event reported)

**STEVEN MADDEN, LTD.**

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-23702 (Commission File Number)	13-3588231 (IRS Employer Identification No.)
52-16 Barnett Avenue, Long Island City, New York (Address of principal executive offices)		11104 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	SHOO	The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 7.01 Regulation FD Disclosure

On February 13, 2025, Steven Madden, Ltd., a Delaware corporation (“Steven Madden”), issued a press release announcing entry into a sale and purchase deed by and among Steven Madden, as guarantor, SML UK Holding Ltd., an English limited company and indirect, wholly-owned subsidiary of Steven Madden (together with Steven Madden, the “Company”), various entities comprising the Fifth Cinven Fund, Bain & Company, Inc., and Squam Lake Investors X LP, and certain individual sellers, pursuant to which the Company has agreed to acquire the entire issued share capital of Mercury Acquisitions Topco Limited, a private limited company incorporated under the laws of Jersey and the holding company for the Kurt Geiger business.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

The information in this Item 7.01, including Exhibit 99.1, is being “furnished” pursuant to General Instruction B.2 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, except as shall be expressly set forth in such filing.

## Forward-Looking Statements

This Current Report contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, among others, statements regarding revenue and earnings guidance, plans, strategies, objectives, expectations, and intentions. Forward-looking statements can be identified by words such as: “may,” “will,” “expect,” “believe,” “should,” “anticipate,” “project,” “predict,” “plan,” “intend,” or “estimate,” or “confident,” and similar expressions, or the negative of these expressions. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they represent our current beliefs, expectations, and assumptions regarding anticipated events and trends affecting our business and industry based on information available as of the time such statements are made. Investors are cautioned that such forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy, and some of which may be outside of our control. Our actual results and financial condition may differ materially from those indicated in these forward-looking statements. As such, investors should not rely upon them. Important risk factors include: geopolitical tensions in the regions in which we operate and any related challenging macroeconomic conditions globally that may materially and adversely affect our customers, vendors, and partners, and the duration and extent to which these factors may impact our future business and operations, results of operations, and financial condition; our ability to navigate shifting macro-economic environments including but not limited to inflation and the potential for recessionary conditions; our ability to accurately anticipate fashion trends and promptly respond to consumer demand; our ability to compete effectively in a highly competitive market; our ability to adapt our business model to rapid changes in the retail industry; supply chain disruptions to product delivery systems and logistics, and our ability to properly manage inventory; our reliance on independent manufacturers to produce and deliver products in a timely manner, especially when faced with adversities such as work stoppages, transportation delays, public health emergencies, social unrest, changes in local economic conditions, and political upheavals as well as their ability to meet our quality standards; our dependence on the hiring and retention of key personnel; our ability to successfully implement growth strategies and integrate acquired businesses; changes in trade policies and tariffs imposed by the United States government and the governments of other nations in which we manufacture and sell products; our ability to adequately protect our trademarks and other intellectual property rights; our ability to maintain adequate liquidity when negatively impacted by unforeseen events such as an epidemic or a pandemic, which may cause disruption to our business operations for an indeterminable period of time; legal, regulatory, political, and economic risks that may affect our sales in international markets; changes in U.S. and foreign tax laws that could have an adverse effect on our financial results; additional tax liabilities resulting from audits by various taxing authorities; cybersecurity risks and costs of defending against, mitigating, and responding to data security threats and breaches impacting the Company; our ability to achieve operating results that are consistent with prior financial guidance; and other risks and uncertainties indicated from time to time in our filings with the SEC.

These risks and uncertainties, along with the risk factors discussed in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2023, should be considered in evaluating any forward-looking statements contained in this report. We do not undertake, and disclaim, any obligation to publicly update any forward-looking statement, including without limitation, any guidance regarding revenue or earnings, whether as a result of new information, future developments, or otherwise.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release, dated February 13, 2025.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

**SIGNATURES**

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: February 13, 2025

**STEVEN MADDEN, LTD.**

By: /s/ Edward Rosenfeld

Name: Edward Rosenfeld

Title: Chief Executive Officer

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### **Steve Madden Announces Definitive Agreement to Acquire Kurt Geiger**

LONG ISLAND CITY, N.Y., February 13, 2025 – Steve Madden (Nasdaq: SHOO), a leading designer and marketer of fashion footwear, accessories and apparel, today announced that it has entered into a definitive agreement to acquire UK-based Kurt Geiger from a group led by international private equity firm Cinven for an enterprise value of approximately £289 million in cash.

Edward Rosenfeld, Chairman and Chief Executive Officer of Steve Madden, commented, “With this acquisition, we are excited to add Kurt Geiger London, a brand that has exhibited exceptional growth over the last several years. Kurt Geiger London’s unique brand image, high-quality and statement-making styles and compelling value proposition have driven success across multiple product categories, led by handbags. Its differentiated and elevated positioning within the market – and its alignment with our strategic initiatives of expanding in international markets, accessories categories and direct-to-consumer channels – make this a highly attractive and complementary addition to our portfolio.”

Neil Clifford, CEO of Kurt Geiger, added, “We couldn’t be prouder of the progress our team has made over the last few years in building Kurt Geiger London into a globally recognizable fashion brand. It’s been gratifying to see how consumers have responded to our unique design aesthetic and strong British DNA. While we’ve delivered remarkable growth in recent years, we believe we are in the early stages of our growth journey, with significant expansion opportunities available to us. With its global infrastructure and proven track record of supporting and growing its brands, we believe Steve Madden is the right strategic partner to help us reach our potential.”

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Steve Madden, Founder and Creative and Design Chief of Steve Madden, commented, “When I started this company in 1990, I never dreamed we would be where we are today. Owning Dolce Vita, one of the most talked about brands in America, Betsey Johnson and ATM Collection, and now being able to partner with Kurt Geiger, is one of the great accomplishments of my career. The brand is doing better and better every year, and the opportunity to collaborate with them is thrilling. I get goosebumps just thinking about it.”

In addition to Kurt Geiger London, Kurt Geiger’s brand portfolio includes KG Kurt Geiger and Carvela. Kurt Geiger also operates footwear concessions within luxury and premium department stores in the United Kingdom, including Harrods and Selfridges, where it sells both its own and third-party brands. For the twelve months ended February 1, 2025, Kurt Geiger had estimated revenue of approximately £400 million.

### **Transaction Details**

The Board of Directors of Steve Madden has unanimously approved the transaction. Steve Madden intends to fund the transaction with a combination of committed debt financing and cash on hand. The transaction is anticipated to close in the second quarter of 2025, subject to the receipt of required regulatory clearance and other customary closing conditions.

### **Advisors**

Solomon Partners, L.P. is serving as Steve Madden’s financial advisor, with Travers Smith LLP and Foley & Lardner LLP as legal advisors. BofA Securities is serving as Cinven’s financial advisor, with Freshfields LLP as legal advisor. Kinmont is serving as Kurt Geiger senior management’s financial advisor, with Addleshaw Goddard LLP as legal advisor.

### **About Steve Madden**

Steve Madden designs, sources and markets fashion-forward footwear, accessories and apparel. In addition to marketing products under its own brands including Steve Madden®, Dolce Vita®, Betsey Johnson®, Blondo® and ATM®, Steve Madden licenses footwear, handbags and certain accessories for the Anne Klein® brand. In addition, Steve Madden designs and sources products under private label brand names for various retailers. Steve Madden’s wholesale distribution includes department stores, mass merchants, off-price retailers, shoe chains, online retailers, national chains, specialty retailers and independent stores. Steve Madden also directly operates brick-and-mortar retail stores and e-commerce websites. In addition, Steve Madden licenses certain of its brands to third parties for the marketing and sale of certain products in the apparel, accessory and home categories. For local store information and the latest boots, booties, fashion sneakers, dress shoes, sandals, and more, please visit [www.stevemadden.com](http://www.stevemadden.com), [www.dolcevita.com](http://www.dolcevita.com) and the Company’s other branded websites.

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## **Safe Harbor**

This press release and oral statements made from time to time by representatives of the Company contain certain “forward looking statements” as that term is defined in the federal securities laws. The events described in forward looking statements may not occur. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of the Company’s plans or strategies, projected or anticipated benefits from acquisitions to be made by the Company, or projections involving anticipated revenues, earnings or other aspects of the Company’s operating results. The words “may,” “will,” “expect,” “believe,” “anticipate,” “project,” “plan,” “intend,” “estimate,” and “continue,” and their opposites and similar expressions are intended to identify forward looking statements. The Company cautions you that these statements concern current expectations about the Company’s future results and condition and are not guarantees of future performance or events and are subject to a number of uncertainties, risks and other influences, many of which are beyond the Company’s control, that may influence the accuracy of the statements and the projections upon which the statements are based. Factors which may affect the Company’s results include, but are not limited to, the risks and uncertainties discussed in the Company’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission. Any one or more of these uncertainties, risks and other influences could materially affect the Company’s results of operations and financial condition and whether forward looking statements made by the Company ultimately prove to be accurate and, as such, the Company’s actual results, performance and achievements could differ materially from those expressed or implied in these forward looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **Contact**

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