

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2015

or

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

For the transition period from _____ to _____

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
incorporation or organization)

(I.R.S. Employer Identification No.)

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:

Title of Each Class

Common Stock, par value \$.0001 per share

Preferred Stock Purchase Rights

Name of Each Exchange on Which Registered

The NASDAQ Stock Market LLC

The NASDAQ Stock Market LLC

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

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 15(d) of the Securities 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 whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) 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, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (do not check if smaller reporting company)

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

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, 2015, the last business day of the registrant's most recently completed second

fiscal quarter, was approximately \$2,378,693,217 (based on the closing sale price of the registrant's common stock on that date as reported on The NASDAQ Global Select Market).

The number of outstanding shares of the registrant's common stock as of February 25, 2016 was 61,798,245 shares.

DOCUMENTS INCORPORATED BY REFERENCE:

PART III INCORPORATES CERTAIN INFORMATION BY REFERENCE FROM THE REGISTRANT'S DEFINITIVE PROXY STATEMENT FOR THE REGISTRANT'S 2016 ANNUAL MEETING OF STOCKHOLDERS.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains “forward-looking statements” (as that term is defined in the federal securities laws), which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements with regard to future revenue, projected 2016 results, earnings, spending, margins, cash flow, customer orders, expected timing of shipment of products, inventory levels, future growth or success in specific countries, categories or market sectors, continued or expected distribution to specific retailers, liquidity, capital resources and market risk, strategies and objectives and other future events. More generally, forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or simply state future results, performance or achievements, and can be identified by the use of forward looking language such as “believe,” “anticipate,” “expect,” “estimate,” “intend,” “plan,” “project,” “will be,” “will continue,” “will result,” “could,” “may,” “might,” or any variations of such words with similar meanings. Factors that may affect our results include, but are not limited to, the risks and uncertainties discussed in Item 1A of this Annual Report on Form 10-K.

Any such forward-looking statements are subject to risks and uncertainties, many of which are beyond our control, which may influence the accuracy of the statements and the projections upon which the statements are based and could cause our actual results to differ materially from those projected in forward-looking statements. As such, we strongly caution you that these forward-looking statements are not guarantees of future performance or events. Our actual results, performance and achievements could differ materially from those expressed or implied in these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether from new information, future events or otherwise.

PART I

ITEM 1 BUSINESS

(\$ in thousands, except share and per share data)

Overview

Steven Madden, Ltd. and its subsidiaries (collectively, the “Company”, “we”, “our”, “us”, as applicable) design, source, market and sell fashion-forward name brand and private label footwear for women, men and children and name brand and private label fashion handbags and accessories and license some of our trademarks for use in connection with the manufacture, marketing and sale of various products of our licensees. Our products are marketed through our retail stores and our e-commerce websites, as well as better department stores, major department stores, mid-tier department stores, specialty stores, luxury retailers, value priced retailers, national chains, mass merchants and catalog retailers throughout the United States, Canada, Mexico and South Africa. In addition, we have special distribution arrangements for the marketing of our products in Asia, Australia, Europe, India, the Middle East, South and Central America and New Zealand. We offer a broad range of updated styles designed to establish or complement and capitalize on market trends. We have established a reputation for design creativity and our ability to offer quality products in popular styles at affordable prices, delivered in an efficient manner and time frame.

Steven Madden, Ltd. was incorporated as a New York corporation on July 9, 1990, reincorporated under the same name in Delaware in November 1998 and completed our initial public offering in December 1993. Shares of Steven Madden, Ltd. common stock, \$0.0001 par value per share, currently trade on the NASDAQ Global Select Market under the symbol “SHOO”. Our principal executive offices are located at 52-16 Barnett Avenue, Long Island City, NY 11104. Our telephone number is (718) 446-1800 and our website address is <http://www.stevemadden.com>.

We file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and information with the Securities and Exchange Commission (the “SEC”) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, (the “Exchange Act”). These reports, any amendments to such reports, and our proxy statements for our stockholders' meetings are available free of charge, on the “Investor Relations” section of our website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. We will provide paper copies of such filings free of charge upon request. The public may read and copy any materials filed by us with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information regarding the operation of the SEC's Public Reference Room is available by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding us, which is available at <http://www.sec.gov>.

We have a Code of Ethics for our Chief Executive Officer and our senior financial officers, as well as a Code of Business Conduct and Ethics specific to directors of the Company and a Code of Business Conduct and Ethics that is applicable to all of

our employees, each of which are attached as exhibits to the 2014 Annual Report on Form 10-K filed with the SEC on February 26, 2015 and posted on our website, <http://www.stevemadden.com>. We will provide paper copies of these codes free of charge upon request. We intend to disclose on our website any amendments to, or waivers of, these codes that would otherwise be reportable on a current report on Form 8-K. Such disclosure would be posted within four business days following the date of the amendment or waiver.

Net sales for 2015 increased 5% to \$1,405,239 from \$1,334,951 in 2014. Net income attributable to Steven Madden, Ltd. increased 1% to \$112,938 in 2015 compared to \$111,880 in 2014. Diluted earnings per share in 2015 increased to \$1.85 per share on 61,142,000 diluted weighted average shares outstanding compared to \$1.76 per share on 63,676,000 diluted weighted average shares outstanding in the prior year.

Product Distribution Segments

Our business is comprised of five distinct segments: Wholesale Footwear, Wholesale Accessories, Retail, First Cost and Licensing.

Our Wholesale Footwear segment is comprised of the following brands: Steve Madden Women's®, Madden Girl®, Steve Madden Men's®, Madden®, Dolce Vita®, DV by Dolce Vita®, Mad Love®, Steven by Steve Madden®, Report®, Report Signature®, Superga® (under license), Betsey Johnson®, Steve Madden Kids®, FREEBIRD by Steven®, Stevies®, B Brian Atwood®, Blondo® and includes our International business and certain private label footwear business. Our Wholesale Accessories segment includes Big Buddha®, Betseyville®, Betsey Johnson®, Steve Madden®, Steven by Steve Madden®, Madden Girl®, Cejon®, B Brian Atwood® and Luv Betsey® accessories brands and includes our International business and certain private label accessories business. These trademarks are registered trademarks owned by us or licensed to us by third parties. Steven Madden Retail, Inc., our wholly-owned retail subsidiary, operates Steve Madden, Steven and Superga retail stores along with one multi-branded SHOO by Steve Madden store offering a variety of the Company's brands, domestically and internationally, as well as Steve Madden, Superga, Betsey Johnson and Dolce Vita e-commerce websites. The First Cost segment represents activities of a subsidiary that earns commissions for serving as a buying agent for footwear products under private labels for many of the country's large mass-market merchandisers, shoe chains and other value priced retailers. Our Licensing segment is engaged in the licensing of the Steve Madden®, Steven by Steve Madden®, and Madden Girl® trademarks for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage, and men's leather accessories. In addition, we license our Betsey Johnson®, Betseyville®, and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas, and household goods.

Wholesale Footwear Segment

Steve Madden Women's. We design, source and market our Steve Madden brand to department stores, specialty stores, luxury retailers, value priced retailers, national chains, mass merchants, online retailers and catalog retailers throughout the United States. The Steve Madden brand has become a leading life-style brand in the fashion conscious marketplace. Steve Madden Women's offers fashion forward footwear designed to appeal to customers (primarily women ages 16 to 35) seeking exciting, new footwear designs at affordable prices. New products for Steve Madden Women's are test marketed at Company-owned retail stores. Typically, within a few days, we can determine if the test product appeals to our customers. This enables us to use our flexible sourcing model to rapidly respond to changing trends and customer preferences, which we believe is essential for success in the fashion industry.

Madden Girl. We design, source and market a full collection of directional young women's shoes under the Madden Girl® brand. Madden Girl is geared for young women ages 16 to 23, and is an "opening price point" brand currently sold at major department stores, mid-tier retailers and specialty stores.

Steve Madden Men's. We design, source, and market a life style collection of men's footwear for the fashion forward man, ages 18 to 45 years old, under the Steve Madden® brand. Retail channels include major department stores, mid-tier department stores, better specialty stores, online retailers and independent shoe stores throughout the United States. Price points for Steve Madden Men's products range from \$70 to \$150 at retail.

Madden. The Madden® brand is a streetwear focused collection of footwear geared to meet the trend directions of the 13 to 21 year old fashion consumer. Madden products range from \$45 to \$85 and are sold to national specialty stores, better department stores, mid-tier department stores, online retailers and independent specialty stores.

Steven. We design, source and market women's fashion footwear under the Steven® trademark through major department and better footwear specialty stores throughout the United States as well as in our retail stores. Priced a tier above the Steve Madden brand, Steven products are designed to appeal principally to fashion conscious women, ages 25 to 45, who shop at department stores and footwear boutiques.

Stevies and Steve Madden Kids. Our Stevies and Steve Madden Kids brands are designed, sourced and marketed to appeal to young girls, ages six to 12, and are sold at department stores, specialty stores, online retailers and independent boutiques throughout the United States.

Betsey Johnson. On October 5, 2010, the Company acquired the Betsey Johnson® trademark and substantially all other intellectual property of Betsey Johnson LLC. Products branded under the Betsey Johnson shoe brand are distributed through department stores and online retailers.

Superga. On February 9, 2011, the Company entered into a license agreement with Basic Properties America Inc. and BasicNet S.p.A., for the use of the Superga® trademark in connection with the marketing and sale of footwear. Founded in Italy in 1911, Superga is recognized for its fashion sneakers in a wide range of colors, fabrics and prints for women, men and children.

FREEBIRD by Steven. We design, source, and market a full collection of handcrafted, Goodyear welted boots. The designs are inspired by vintage Americana and created using time-honored craftsmanship. The FREEBIRD by Steven® collection conveys a unique fashion life style that transcends multiple generations. FREEBIRD by Steven products are currently sold, at retail prices ranging from \$195 to \$450 at major department stores, mid-tier retailers, and specialty boutiques.

Report. The Report and Report Signature brands were acquired in our May 2011 acquisition of Topline Corporation ("Topline"). We design, manufacture, market and sell our Report branded products to major department stores, mid-tier department stores and independently-owned boutiques throughout the United States.

Mad Love. Formed in April 2011 as a joint venture with the Company, the Mad Love® brand is an exclusive beach-to-the-street life style brand created to appeal to women with a young attitude and active life style and marketed to Target.

Dolce Vita. In August 2014, the Company acquired the Dolce Vita® and DV® brands and other intellectual property assets in the acquisition of Dolce Vita Holdings, Inc. The Dolce Vita brand is a contemporary women's footwear brand with price points ranging from \$120 to \$350. The DV brand, which is designed for younger fashion conscious women, has price points ranging from \$60 to \$200. Both brands are distributed through department stores and online retailers.

Brian Atwood. In March 2014, the Company acquired the Brian Atwood® designer brand and the B Brian Atwood® contemporary brand from Brian Atwood IP Company LLC. Founded in 2011, Brian Atwood is known for luxury shoes manufactured in Italy.

Blondo. In January 2015, the Company acquired the intellectual property and related assets of Blondo, a fashion-oriented footwear brand specializing in waterproof leather boots. Founded over 100 years ago, Blondo products are sold to wholesale customers, including better department stores and specialty boutiques in both the United States and Canada.

International Division. The International division, utilizing the brands discussed above, markets products to better department stores, major department stores, mid-tier department stores, specialty stores, luxury retailers, value priced retailers, national chains, mass merchants and catalog retailers throughout Canada, Mexico and South Africa. In addition the International division works through special distribution arrangements for the marketing and sales of our products in Asia, Australia, Europe, India, the Middle East, South and Central America and New Zealand.

Private label business. We design, source and market private label footwear primarily to mid-tier chains and mass market merchants. In addition, we design, source and market footwear for third party brands, such as Material Girl® and Candies®.

Wholesale Accessories Segment

Our Wholesale Accessories segment designs, sources and markets name brands (including our Steve Madden®, Steven by Steve Madden®, Madden Girl®, Betsey Johnson®, Betseyville®, Big Buddha®, B Brian Atwood® and Luv Betsey® brands) and private label fashion handbags and accessories to department stores, mass merchants, value priced retailers, online retailers and specialty stores throughout the United States, Canada and Mexico. In addition, we market and sell cold weather accessories,

fashion scarves, wraps and other trend accessories primarily under our Cejon® and Steve Madden® brand names and private labels to department stores and specialty stores.

Retail Segment

As of December 31, 2015, we owned and operated 169 retail stores including 123 Steve Madden full price stores, 40 Steve Madden outlet stores, one Steven store, one Superga store, one SHOO by Steve Madden store offering a variety of the Company's brands and four e-commerce websites (Steve Madden, Superga, Betsey Johnson and Dolce Vita). In 2015, we opened seven new full price stores, eight new outlet stores and closed six stores, including five full price stores in the United States and one full price store in Mexico. Steve Madden stores are located in major shopping malls and in urban street locations across the United States, Canada, Mexico and South Africa. Comparative store sales (sales of those stores, including the e-commerce websites, that were open for all of 2015 and 2014) increased 11.2% in fiscal year 2015 from the prior year. The Company excludes new locations from the comparable store base for the first year of operations. Stores that are closed for renovations are removed from the comparable store base.

We anticipate that the Retail segment can enhance the Company's overall sales and profitability while increasing recognition for our brands. Additionally, our retail stores enable us to evaluate the appeal of new products and designs to our customers and respond accordingly, which, in turn, strengthens the product development efforts of our two Wholesale segments. We expect to open 17 to 20 new retail stores in 2016.

First Cost Segment

The First Cost segment earns commissions for serving as a buying agent for footwear products under private labels for many of the large mass-market merchandisers, shoe chains and other mid-tier retailers. As a buying agent, we utilize our expertise and our relationships with shoe manufacturers to facilitate the production of private label shoes to customer specifications. We believe that by operating in the private label, mass merchandising market provides us additional non-branded sales opportunities and leverages our overall sourcing and design capabilities. Currently, our First Cost segment earns commissions serving as a buying agent for the procurement of women's, men's and children's footwear for large retailers, including, Kohl's, K-Mart and Payless. In addition, by leveraging the strength of our Steve Madden brands and product designs, we have been able to partially recover our design, product and development costs from our suppliers.

Licensing Segment

We license our Steve Madden®, Steven by Steve Madden® and Madden Girl® trademarks for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage, and men's leather accessories. In addition, the Company licenses the Betsey Johnson®, Betseyville® and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas, and household goods. Most of our license agreements require the licensee to pay us a royalty based on actual net sales, a minimum royalty in the event that specified net sales targets are not achieved and a percentage of sales for advertising the brand.

See Note P to our Consolidated Financial Statements included in this Annual Report on Form 10-K for additional information relating to our five operating segments.

Product Design and Development

We have established a reputation for our creative designs, marketing and trendy products at affordable price points. Our future success will substantially depend on our ability to continue to anticipate and react swiftly to changing consumer demands. To meet this objective, we have developed what we believe is an unparalleled design process that allows us to recognize and respond quickly to changing consumer demands. Our design team strives to create designs that fit our image, reflect current or anticipated trends and can be manufactured in a timely and cost-effective manner. Most new Steve Madden products are tested in select Steve Madden retail stores. Based on these tests, among other things, management selects the Steve Madden products that are then offered for wholesale and retail distribution nationwide. We believe that our design and testing processes and flexible sourcing models provide the Steve Madden brands with a significant competitive advantage allowing us to mitigate the risk of incurring costs associated with the production and distribution of less desirable designs.

Product Sourcing and Distribution

We source each of our product lines separately based on the individual design, style and quality specifications of the products in such product lines. We do not own or operate manufacturing facilities; rather, we use agents and our own sourcing office to source our products from independently-owned manufacturers in China, Mexico, India, Brazil, Indonesia, Vietnam and Italy. We have established relationships with a number of manufacturers and agents in each of these countries. We have not entered into any long-term manufacturing or supply contracts. We believe that a sufficient number of alternative sources exist for the manufacture of our products.

We continually monitor the availability of the principal raw materials used in our footwear, which are currently available from a number of sources in various parts of the world. We track inventory flow on a regular basis, monitor sell-through data and incorporate input on product demand from wholesale customers. We use retailers' feedback to adjust the production of products on a timely basis, which helps reduce the close out of slow-moving products.

The manufacturers of our products are required to meet our quality, human rights, safety and other standard requirements. We are committed to the safety and well-being of the workers throughout our supply chain.

Our products are manufactured overseas and a majority of our products filling domestic orders are shipped via ocean freight carriers to ports in California, New Jersey and Texas with the greatest reliance on the California ports. To a lesser extent we rely on air and ground freight carriers for the shipping of products. Once our products arrive in the U.S., we distribute them mainly from four third-party distribution centers, two located in California, one located in Texas and one located in New Jersey and through two Company-operated distribution centers located in New Jersey and Canada. By utilizing distribution facilities specializing in distribution fulfillment to effect distribution to certain wholesale accounts, Steve Madden retail stores and Internet customers, we believe that our customers are served more promptly and efficiently. For our international markets, products for our businesses in Canada and Mexico are shipped to ports in the respective countries, and products for our overseas distributors are shipped to freight forwarders in China where the distributor arranges for subsequent shipment.

Customers

Our wholesale customers consist principally of better department stores, major department stores, mid-tier department stores, national chains, mass merchants, value priced retailers, specialty stores, online retailers and catalog retailers. These customers include, Target, Macy's, Nordstrom, Ross, DSW, Payless, TJ Maxx, Walmart, Kohl's and Burlington Coat Factory. For the year ended December 31, 2015, Target, Inc. represented 12.2% of net sales and 16.7% of total accounts receivable. The Company did not have any other customers who accounted for more than 10% of total net sales or 10% of total accounts receivable.

Distribution Channels

United States, Canada, Mexico and South Africa

We sell our products principally through department stores, specialty stores, online retailers, luxury retailers, national chains and mass merchants and in our Company-owned retail stores in the United States, Canada, Mexico and South Africa and our e-commerce websites. For the year ended December 31, 2015, our Retail segment and our two Wholesale segments generated net sales of approximately \$240,312 and \$1,164,927, or 17% and 83% of our total net sales, respectively. Each of these distribution channels is described below.

Steve Madden, Steve Madden Outlet, Steven and Superga Retail Stores. As of December 31, 2015, we operated 123 Steve Madden full price stores, 40 Steve Madden outlet stores, one Steven store, one Superga store and four e-commerce websites (Steve Madden, Superga, Betsey Johnson and Dolce Vita). We believe that our retail stores will continue to enhance overall sales, profitability, and our ability to react swiftly to changing consumer trends. Our stores also serve as a marketing tool that allows us to strengthen brand recognition and to showcase selected items from our full line of branded and licensed products. Furthermore, our retail stores provide us with venues through which to test and introduce new products, designs and merchandising strategies. Specifically, we often test new designs at our Steve Madden retail stores before scheduling them for mass production and wholesale distribution. In addition to these test marketing benefits, we have been able to leverage sales information gathered at Steve Madden retail stores to assist our wholesale customers in order placement and inventory management.

A typical Steve Madden store is approximately 1,500 to 2,000 square feet and is located in a mall or street location that we expect will attract the highest concentration of our core demographic, style-conscious customer base. The Steven and Superga

stores, which are generally the same size as our Steve Madden stores, have a more sophisticated design and format styled to appeal to a more mature target audience. The typical outlet store is approximately 2,000 to 2,500 square feet and is located within outlet malls throughout the United States. In addition to carefully analyzing mall demographics and locations, we set profitability guidelines for each potential store site. Specifically, we target well trafficked sites at which the demographics fit our consumer profile and seek new locations where the projected fixed annual rent expense stays within our guidelines. By setting these guidelines, we seek to identify stores that will contribute to our overall profitability both in the near and longer terms.

Department Stores. We currently sell to over 2,500 doors of 17 department stores throughout the United States, Canada and Mexico. Our major accounts include Macy's, Nordstrom, Dillard's, Belk and Lord & Taylor.

We provide merchandising support to our department store customers including, in-store fixtures and signage, supervision of displays and merchandising of our various product lines. Our wholesale merchandising effort includes the creation of in-store concept shops in which to showcase a broader collection of our branded products. These in-store concept shops create an environment that is consistent with our image and are designed to enable the retailer to display and sell a greater volume of our products per square foot of retail space. In addition, these in-store concept shops encourage longer term commitment by the retailer to our products and enhance consumer brand awareness.

In addition to merchandising support, our key account executives maintain weekly communications with their respective accounts to guide them in placing orders and to assist them in managing inventory, assortment and retail sales. We leverage our sell-through data gathered at our retail stores to assist department stores in allocating their open-to-buy dollars to the most popular styles in the product line and phasing out styles with weaker sell-throughs, which, in turn, reduces markdown exposure at season's end.

National chains and mass merchants. We currently sell to national chains and mass merchants throughout the United States, Canada and Mexico. Our major accounts include Target, Walmart, Kohl's, J.C. Penney and Sears.

Specialty Stores/Catalog Sales. We currently sell to specialty store locations throughout the United States, Canada and Mexico. Our major specialty store accounts include DSW, Famous Footwear and Journeys. We offer our specialty store accounts the same merchandising, sell-through and inventory tracking support offered to our department store accounts. Sales of our products are also made through various catalogs, such as Bloomingdale's and Victoria's Secret.

Internet Sales. We operate four Internet e-commerce website stores (Steve Madden, Superga, Betsey Johnson and Dolce Vita) where customers can purchase numerous styles of our Steve Madden Women's, Steven, Madden Men's, FREEBIRD by Steven, Superga, Betsey Johnson and Dolce Vita, as well as selected styles of Madden Girl, footwear and accessory products. We also sell to online retailers throughout the United States and Canada. Our major accounts include Zappos and Amazon.

International

Our products are available in many countries and territories worldwide via retail selling and distribution agreements. Under the terms of these agreements, the distributors and retailers purchase product from the Company and are generally required to open a minimum number of stores each year and to pay a fee for each pair of footwear purchased and an additional sales royalty as a percentage of sales or a predetermined amount per unit of sale. Most of the distributors are required to purchase a minimum number of products within specified periods. The agreements currently in place expire on various dates through February 14, 2031 and include automatic renewals at the distributors' option provided certain conditions are met. These agreements are exclusive in their specific territories, which include Asia, Australia, Europe, India, the Middle East, South and Central America and New Zealand.

Competition

The fashion industry is highly competitive. We compete with specialty shoe and accessory companies as well as companies with diversified footwear product lines, such as Nine West, Jessica Simpson, Guess, Ugg and Aldo. Our competitors may have greater financial and other resources than we do. We believe effective advertising and marketing, favorable brand image, fashionable styling, high quality, value and fast manufacturing turnaround are the most important competitive factors and intend to continue to employ these elements in our business. However, we cannot be certain that we will be able to compete successfully against our current and future competitors, or that competitive pressures will not have a material adverse effect on our business, financial condition and results of operations.

Marketing and Sales

We have focused on creating an integrated brand building program to establish Steve Madden as a leading designer of fashion footwear for style-conscious young women and men. Principal marketing activities include product placements in life style and fashion magazines, personal appearances by our founder and Creative and Design Chief, Steve Madden, and in-store promotions. We continue to promote our e-commerce websites where customers can purchase Steve Madden Women's, Steven, Madden Men's, FREEBIRD by Steven, Superga, Betsey Johnson and Dolce Vita, as well as selected styles of Madden Girl, footwear and accessory products, as well as view exclusive content, participate in contests and "live chat" with customer service representatives. We also connect with our customers through social media forums including Twitter, Facebook and Instagram.

Management Information Systems (MIS) Operations

Sophisticated information systems are essential to our ability to maintain our competitive position and to support continued growth. Our wholesale information system is an Enterprise Resource Planning ("ERP") system. This integrated system supports our wholesale business in the areas of finance and accounting, manufacturing-sourcing, purchase order management, customer order management and inventory control. We completed the implementation of this new ERP system for our wholesale business in 2014. During 2015, we completed the implementation of such ERP system in three of our acquired businesses and are currently in the process of implementing the ERP system for one of our U.S.-based wholesale businesses and its Asia first-cost and sourcing operation as well as our Mexico business. In 2014 we completed the implementation of a new warehouse management system that is utilized by our third-party logistics providers. During 2015 we implemented this warehouse management system in a company-owned warehouse. This warehouse management system interfaces with our ERP system. We have a new business-to-consumer e-commerce software platform that we are currently in the process of implementing as to businesses acquired. We are also currently implementing a point of sale system for our retail stores that is integrated with a retail inventory management/store replenishment system. Complimenting all of these systems are ancillary systems and third-party information processing services including, among others, supply chain, business intelligence/data warehouse, Electronic Data Interchange, credit card processing and payroll. We undertake updates of all of these information management systems on a periodic basis in order to ensure that our functionality is continuously improved.

Intellectual Property

Trademarks

We consider our trademarks to be among our most valuable assets and have registered many of our marks in the United States and 94 other countries and in numerous International Classes. From time to time we adopt new trademarks and new logos and/or stylized versions of our trademarks in connection with the marketing of new product lines. We believe that these trademarks have significant value and are important for purposes of identifying the Company, the marketing of our products and the products of our licensees, distinguishing them from the products of others. What follows is a list of the trademarks we believe are most significant to our business:

Steve Madden®	Report®
Steven by Steve Madden®	Report Signature®
Steven®	R Design®
Madden Girl®	Brian Atwood®
Stevies®	B Brian Atwood®
Big Buddha®	Dolce Vita®
Betseyville®	DV BY DOLCE VITA®
Betsey Johnson®	DV®
LUV BETSEY plus Kiss Design®	Wild Pair®
LUV BETSEY by Betsey Johnson Design®	MadLove®
	Blondo®

We act aggressively to register trademarks and we monitor their use in order to protect them against infringement. There can be no assurance, however, that we will be able to effectively obtain rights to our marks throughout all of the world. Moreover, no assurance can be given that others will not assert rights in, or ownership of, our marks and other proprietary rights or that we will be able to resolve any such conflicts successfully. Our failure to adequately protect our trademarks from unlawful and improper appropriation may have a material adverse effect on our business, financial condition, results of operations and liquidity.

Trademark Licensing

Our strategy for the continued growth of the Company's business includes expanding the Company's presence beyond footwear and accessories through the selective licensing of our brands. As of December 31, 2015, we license our Steve Madden®, Steven by Steve Madden®, and Madden Girl® trademarks for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage, and men's leather accessories. In addition, the Company licenses the Betsey Johnson®, Betseyville®, and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas, and household goods. Most of our license agreements require the licensee to pay us a royalty based on actual net sales, a minimum royalty in the event that specified net sales targets are not achieved and a percentage of sales for advertising the brand.

In addition to the licensing of our trademarks, we also license the trademarks of third parties for use in connection with certain of our product lines. Through a license agreement with Basic Properties America Inc. and BasicNet S.p.A we have the right to use the Superga® trademark in connection with the marketing and sale of footwear through December 31, 2022. This licensing agreement requires us to make royalty and advertising payments to the licensor equal to a percentage of our net sales or a minimum royalty and advertising payment in the event that specified net sales targets are not achieved. See Notes A and O to our Consolidated Financial Statements included in this Annual Report on Form 10-K for additional disclosure regarding these licensing arrangements.

Employees

On February 1, 2016, we employed approximately 3,578 employees, of whom approximately 2,260 work on a full-time basis and approximately 1,318 work on a part-time basis. Most of our part-time employees work in the Retail segment. Approximately 2,437 of our employees are located in the United States, approximately 696 employees are located in Hong Kong and China, approximately 331 employees are located in Canada and approximately 114 employees are located in Mexico. None of our employees are represented by a union. Our management considers relations with our employees to be good. The Company has never experienced a material interruption of its operations due to a labor dispute.

Seasonality

Historically, some of our businesses, including our Retail segment, have experienced holiday retail seasonality. In addition to seasonal fluctuations, our operating results fluctuate from quarter to quarter as a result of the timing of holidays, weather, the timing of larger shipments of footwear, market acceptance of our products, product mix, pricing and presentation of the products offered and sold, the hiring and training of additional personnel, inventory write downs for obsolescence, the cost of materials, the product mix among our wholesale, retail and licensing businesses, the incurrence of other operating costs and factors beyond our control, such as general economic conditions and actions of competitors.

Backlog

We had unfilled wholesale customer orders of approximately \$295,000 and \$312,000, as of February 1, 2016 and 2015, respectively. Our backlog at a particular time is affected by a number of factors, including seasonality, timing of market weeks and wholesale customer purchases of our core products through our open stock program. Accordingly, a comparison of backlog from period to period may not be indicative of eventual shipments.

ITEM 1A RISK FACTORS

You should carefully consider the risks and uncertainties we describe below and the other information in this Annual Report on Form 10-K before deciding to invest in, sell or retain shares of our common stock. These are not the only risks and uncertainties that we face. Other sections of this report may discuss factors that could adversely affect our business. The retail industry is highly competitive and subject to rapid change. There may be additional risks and uncertainties that we do not currently know about or that we currently believe are immaterial, or that we have not predicted, which may also harm our business or adversely affect us. If any of these risks or uncertainties actually occurs, our business, financial condition, results of operations and liquidity could be materially harmed.

Risks Related to the Industry in Which the Company Operates

Constantly Changing Fashion Trends and Consumer Demands. Our success depends in significant part upon our ability to anticipate and respond to product and fashion trends as well as to anticipate, gauge and react to changing consumer demands in a timely manner. There can be no assurance that our products will correspond to the changes in taste and demand or that we will be able to successfully market products that respond to such trends. If we misjudge the market for our products, we may be faced with significant excess inventories for some products and missed opportunities as to others. In addition, misjudgments in merchandise selection could adversely affect our image with our customers resulting in lower sales and increased markdown allowances for customers which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Intense Fashion Industry Competition. The fashion footwear and accessories industry is highly competitive and barriers to entry are low. Our competitors include specialty companies as well as companies with diversified product lines. The recent market growth in the sales of fashion footwear and accessories has encouraged the entry of many new competitors and increased competition from established companies. Many of these competitors, including Nine West, Guess, Jessica Simpson, Ugg and Aldo, may have significantly greater financial and other resources than we do and there can be no assurance that we will be able to compete successfully with other fashion footwear and accessories companies. Increased competition could result in pricing pressures, increased marketing expenditures and loss of market share, and could have a material adverse effect on our business, financial condition, results of operations and liquidity. We believe effective advertising and marketing, favorable branding of the Steve Madden® and our other trademarks, fashionable styling, high quality and value are the most important competitive factors and we plan to continue to focus on these elements as we develop new products and businesses. Our inability to effectively advertise and market our products and respond to customer preferences could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Cyclical Nature of the Fashion Industry. The overall fashion industry is cyclical, and purchasing tends to decline during recessionary periods when disposable income is low. Likewise, purchases of contemporary shoes and accessories tends to decline during recessionary periods and also may decline at other times. There can be no assurance that we will be able to grow or even maintain our current level of revenues and earnings, or remain profitable in the future. Continuing slow growth in the international, national or regional economies and uncertainties regarding future economic prospects, among other things, could affect consumer spending habits. The volatility and disruption of global economic and financial market conditions that began in 2008 has caused lingering declines in consumer confidence and spending in the United States and internationally. A further deterioration or a continued weakness of economic and financial market conditions for an extended period of time could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Consolidation Among Retailers. In recent years, the retail industry has experienced consolidation and other ownership changes. In the future, retailers in the United States and in foreign markets may further consolidate, undergo restructurings or reorganizations, or realign their affiliations, any of which could decrease the number of stores that carry our products or increase the ownership concentration within the retail industry. While such changes in the retail industry to date have not had a material adverse effect on our business or financial condition, results of operations and liquidity, there can be no assurance as to the future effect of any such changes.

Economic Uncertainty and Political Risks. Our opportunities for long-term growth and profitability are accompanied by significant challenges and risks, particularly in the near term. Specifically, our business is dependent on consumer demand for our products. We believe that declining consumer confidence accompanied with the tightening of credit standards, higher energy and food prices and unemployment rates and a decrease in consumers' disposable income has negatively impacted the level of consumer spending for discretionary items during the years ended December 31, 2015, 2014 and 2013. During the three year period ended December 31, 2015, we achieved revenue growth in both our Wholesale and Retail segments but we cannot assume that this growth will be sustained. A continued weak economic environment could have a negative effect on the Company's sales

and results of operations during the year ending December 31, 2016 and thereafter. In addition, the unstable political conditions in the Middle East and some other parts of the world, including potential or actual international conflicts, or the continuation or escalation of terrorism, could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Risks Related to Our Business

Dependence on Key Personnel. The growth and success of our Company since its inception more than a quarter century ago is attributable, to a significant degree, to the talents, skills and efforts of our founder and Creative and Design Chief, Steven Madden. An extended or permanent loss of the services of Mr. Madden could severely disrupt our business and have a material adverse effect on the Company. Our senior executives have substantial experience and expertise in our business and industry and have made significant contributions to our growth and success as well. Competition for executive talent in the apparel, footwear and accessories industries is intense. While our employment agreements with Mr. Madden and most of our senior executives include a non-compete provision in the event of the termination of employment, the non-compete periods are of limited duration. While we believe we have depth within our senior management team, if we lose the services of our Creative and Design Chief or any of our senior executives, and especially if any of these individuals joins a competitor or forms a competing company, our business and financial performance could be seriously harmed. A loss of the skills, industry knowledge, contacts and expertise of our Creative and Design Chief or any of our senior executives could cause a setback to our operating plan and strategy.

Dependence Upon Significant Customers. Our customers consist principally of better department stores, major department stores, mid-tier department stores, specialty stores, luxury retailers, value priced retailers, national chains, mass merchants and catalog retailers. Certain of our department store customers, including some under common ownership, account for significant portions of our wholesale business. We generally enter into a number of purchase order commitments with our customers for each of our lines every season and do not enter into long-term agreements with any of our customers. Therefore, a decision by a significant customer, whether motivated by competitive conditions, financial difficulties or otherwise, to decrease the amount of merchandise purchased from us or to change its manner of doing business could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Risks Associated with Extending Credit to Customers. We sell our products primarily to retail stores across the United States and extend credit based on an evaluation of each customer's financial condition, usually without collateral. Various retailers, including some of our customers, have experienced financial difficulties as a result of the financial crisis that began in 2008, which has increased the risk of extending credit to such retailers. However, our losses due to bad debts have been limited. Pursuant to the terms of our collection agency agreement, our factor, Rosenthal & Rosenthal, Inc., currently assumes the credit risk related to approximately 80% of our trade accounts receivable. In addition, we have letters of credit for approximately 5% of our trade accounts receivable. Still, if any of our customers experiences a shortage of liquidity, the risk that the customer's outstanding payables to us would not be paid could cause us to curtail business with the customer or require us to assume more credit risk relating to the customer's account payable.

Risks Associated with Expansion of Retail Business. Our continued growth depends to a significant degree on whether we are successful in further developing and marketing our brands, and creating new brands, product categories and businesses that are appealing to our customers. The operation of company-owned Steve Madden, Steven and Superga stores and outlets is a significant part of our growth strategy. During the year ended December 31, 2015, we opened seven new full price stores, eight new outlet stores and closed six stores, including five full price stores in the United States and one full price store in Mexico. We have plans to open 17 to 20 new retail stores in 2016. Our future expansion plan includes the opening of stores in new geographic markets as well as strengthening existing markets. New markets have in the past presented, and will continue to present, competitive and merchandising challenges that are different from those faced by us in our existing markets. There can be no assurance that we will be able to open new stores, and if opened, that such new stores will be able to achieve sales and profitability levels consistent with management's expectations. Our retail expansion is dependent on the performance of our wholesale and retail operations, generally, as well as on a number of other factors, including our ability to:

- locate and obtain favorable store sites;
- negotiate favorable lease terms;
- hire, train and retain competent store personnel;
- anticipate the preferences of our retail customers in new geographic areas;
- successfully integrate new stores into our existing operations.

Past comparable store sales results may not be indicative of future results and there can be no assurance that our comparable store sales results will increase or even be maintained in the future.

Management of Growth. The size of our business continues to grow organically and as a result of business acquisitions. In order to gain from our acquisitions, we must be effective in integrating the businesses acquired into our overall operations. Further, the expansion of our operations has increased and will continue to increase the demand on our managerial, operational and administrative resources. In recent years, we have invested significant resources in, among other things, our management information systems and hiring and training of new personnel. However, in order to manage currently anticipated levels of future demand, we may be required to, among other things, expand our distribution facilities, establish relationships with new manufacturers to produce our product, and continue to expand and improve our financial, management and operating systems. We may experience difficulty integrating acquired businesses into our operations and may not achieve anticipated synergies from such integration. There can be no assurance that we will be able to manage future growth effectively and a failure to do so could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Disruptions to Product Delivery Systems and Associated Inventory Management Issues. A majority of our products for U.S. distribution are shipped to us via ocean freight carriers to ports in California, New Jersey and Texas with the greatest reliance on California ports. The trend-focused nature of the fashion industry and the rapid changes in customer preferences leave us vulnerable to risk of inventory obsolescence. Our reliance upon ocean freight transportation for the delivery of our inventory exposes us to various inherent risks, including port workers' union disputes and associated strikes, work slowdowns and work stoppages, severe weather conditions, natural disasters and terrorism, any of which could result in delivery delays and inefficiencies, increase our costs and disrupt our business. Any severe and prolonged disruption to ocean freight transportation could force us to use alternate and more expensive transportation systems, such as the California port workers' dispute in 2014, which caused us to re-route our merchandise by air transit. Efficient and timely inventory deliveries and proper inventory management are important factors in our operations. Inventory shortages can adversely affect the timing of shipments to customers and diminish sales and brand loyalty. Conversely, excess inventories can result in lower gross margins due to the excessive discounts and markdowns that may be necessary to reduce high inventory levels. Severe and extended delays in the delivery of our inventory or our inability to effectively manage our inventory could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Disruption of Information Technology Systems and Websites. We are heavily dependent upon our information technology systems to record and process transactions and manage and operate all aspects of our business ranging from product design and testing, production, forecasting, ordering, transportation, sales and distribution, invoicing and accounts receivable management, quick response replenishment, point of sale support and financial management reporting functions. In addition, we have e-commerce and other Internet websites. Given the nature of our business and the significant number of transactions that we engage in on an annual basis, it is essential that we maintain constant operation of our information technology systems and websites and that these systems and our websites operate effectively. We depend on our in-house information technology employees and outside vendors including "cloud" service providers to maintain and periodically update and/or upgrade these systems and our websites to support the growth of our business. Despite our preventative efforts, our information technology systems and websites may be vulnerable from time to time to damage or interruption from events such as difficulties in replacing or integrating new systems, computer viruses, security breaches and power outages. Cybersecurity attacks are becoming increasingly sophisticated and run the gamut from malicious software to electronic security breaches to corruption of data and beyond. We are continually evaluating, improving and upgrading our information technology systems and websites in an effort to address these concerns. Any such problems or interruptions could result in loss of valuable business data, our customers' or employees' personal information, disruption of our operations and other adverse impact to our business and require significant expenditures by us to remediate any such failure, problem or breach. In addition, we must comply with increasingly complex regulatory standards enacted to protect business and personal data and an inability to maintain compliance with these regulatory standards could subject us to legal risks and penalties.

We maintain \$25 million of network-security insurance coverage, above a \$250,000 deductible. This coverage and certain other insurance coverage may reduce our exposure to electronic data theft and sabotage.

Breach of Customer Privacy. A routine part of our business includes the gathering, processing and retention of sensitive and confidential information pertaining to our customers, employees and others. While we believe that our information security and information technology systems and websites allow for the secure storage and transmission of private information regarding our customers and others, including credit card information and personal identification information, we may not have the resources or technical sophistication to anticipate or prevent rapidly-evolving types of cyber attacks. As a result, our facilities and information technology systems, as well as those of our third party service providers, may be vulnerable to cyber attacks and breaches, acts of vandalism and software viruses. Any actual or threatened cyber attack may cause us to incur costs, including costs related to the hiring of additional computer experts, engaging third party cyber security consultants and upgrading our information security technologies. We also may be vulnerable to data and security breaches by us or by persons with whom we have commercial relationships resulting from misplaced or lost data, programming or human error, or other similar events. Any compromise or

breach of our information technology systems that results in the misappropriation, loss or other unauthorized disclosure of a customer's or other person's confidential or proprietary information, whether by the Company or a third party service provider, could result in a loss of confidence and severely damage our reputation and relationship with our customers and others who entrust us with sensitive information, violate applicable privacy and other laws and adversely affect our business, as well as expose the Company to the risk of litigation and significant potential liability.

Foreign Sourcing and Manufacturing. Virtually all of our products are purchased through arrangements with a number of foreign manufacturers, primarily from China, Mexico, India, Brazil, Indonesia, Italy and Vietnam. During 2015, approximately 90% of our total purchases were from China. Risks inherent in foreign operations including work stoppages, transportation delays and interruptions, social unrest and political upheaval and changes in economic conditions, can result in the disruption of trade from the countries in which our manufacturers or suppliers are located, the imposition of additional regulations relating to imports, the imposition of additional duties, taxes and other charges on imports, significant fluctuations of the value of the dollar against foreign currencies, or restrictions on the transfer of funds, any of which could have a material adverse effect on our business, financial condition, results of operations and liquidity. While we believe that we manage our exposure to the risk that any such economic or political condition will materially affect our ability to purchase products because we are aware of the availability of a variety of materials and alternative sources, we cannot be certain that we will be able to identify such alternative materials and/or sources without delay or without greater cost to us. Our inability to identify and secure alternative sources of supply in this situation could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Impact of Custom Duties and Other Import Regulations. Virtually all of our products are imported and subject to United States custom duties. The United States and the countries in which our products are produced or sold, from time to time, impose new quotas, duties, tariffs or other restrictions on imports or exports, may adversely adjust prevailing quotas, duties or tariff levels, or impose sanctions in the form of additional duties to remedy perceived illegal actions, any of which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Manufacturers' Inability to Produce Our Goods in a Timely Manner or Meet Quality Standards. As is common in the footwear and accessories industries, we contract with foreign manufactures who produce virtually all of our products to our specifications. We do not own or operate any manufacturing facilities; therefore, we are dependent upon third parties for the manufacture of all of our products. The inability of a manufacturer to ship orders of our products in a timely manner or to meet our quality standards could cause us to miss the delivery date requirements of our customers for those items, which, in turn, could result in cancellation of orders, refusal to accept deliveries, a reduction in purchase prices and, ultimately, termination of a customer relationship, any of which could have a material adverse effect on our business, financial condition, results of operations and liquidity.

SEC rules relating to "conflict minerals" require the Company to incur additional expenses and could adversely affect our business. The SEC has promulgated final rules mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act requiring the disclosure of the use of tantalum, tin, tungsten and gold, known as "conflict minerals," included in products either manufactured by public companies or as to which public companies have contracted for the manufacture. These rules, adopted in an effort to prevent inadvertent support of armed conflict in the Democratic Republic of Congo and certain adjoining countries (collectively, the "DRC"), require companies to investigate their supply chains to determine whether these minerals are present in their products and, if so, from where the minerals originated. The rules also require disclosure and annual reporting as to whether or not conflict minerals, if used in the manufacture of the products offered, originated from the DRC. Compliance with these rules could adversely affect the sourcing, supply and pricing of materials used in our products. We currently require our manufacturers to comply with policies addressing legal and ethical concerns relating to labor, employment, political and social matters including restrictions on the use of conflict minerals. Violation of these policies by our manufacturers could harm our reputation, disrupt our supply chain and/or increase our cost of goods sold. Additionally, violation of any of these policies by our manufacturers could cause us to face disqualification as a supplier for our customers and suffer reputational challenges. Due to the complexity of our supply chain, compliance with the rules requires significant efforts from a cross-operational team and diverts our management and personnel and results in potential costs of additional staff. Any of the foregoing could adversely affect our sales, net earnings, business and financial condition and results of operations.

Difficulty in Locating Replacement Manufacturers. Although we enter into a number of purchase order commitments each season specifying a time frame for delivery, method of payment, design and quality specifications and other standard industry provisions, we do not have long-term contracts with any manufacturer. As a consequence, any of these manufacturing relationships may be terminated, by either party, at any time. In addition, we may seek replacement manufacturers for various reasons, including a significant increase in the prices we are required to pay to existing manufacturers of our goods. Although we believe that other facilities are available for the manufacture of our products, there can be no assurance that such facilities would be available to us

on an immediate basis, if at all, or be able to meet our quality standards and delivery requirements, or that the costs charged to us by such manufacturers would not be significantly greater than those presently paid.

Manufacturers' Failure to Use Acceptable Labor Practices; and Comply with Local Laws and Other Standards. Our products are manufactured by numerous independent manufacturers outside of the United States. We also have license agreements that permit our licensees to manufacture or contract to manufacture products using our trademarks. We impose, and require that our licensees impose, on these manufacturers environmental, health, and safety standards for the benefit of their labor force. In addition, we require these manufacturers to comply with applicable standards for product safety. However, we do not control our independent manufacturers or licensing partners or their labor, product safety and other business practices and, from time to time, our independent manufacturers may not comply with such standards or applicable local law or our licensees may not require their manufacturers to comply with such standards or applicable local law. The violation of such standards and laws by one of the independent manufacturers with whom we contract or by one of our licensing partners, or the divergence of a manufacturer's or a licensing partner's labor practices from those generally accepted as ethical in the United States, could harm our reputation, result in a product recall or require us to curtail our relationship with and locate a replacement for such manufacturer, which, as noted in the immediately preceding risk factor, could be challenging. Any of these events could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Seasonal and Quarterly Fluctuations. Our results of operations may fluctuate from quarter to quarter and are affected by a variety of factors, including:

- the timing of holidays;
- weather conditions;
- the timing of larger shipments of footwear;
- market acceptance of our products;
- the mix, pricing and presentation of the products offered and sold;
- the hiring and training of additional personnel;
- inventory write downs for obsolescence;
- the cost of materials;
- the product mix between wholesale, retail and licensing businesses;
- the incurrence of other operating costs; and
- factors beyond our control, such as general economic conditions and actions of competitors.

In addition, we expect that our sales and operating results may be significantly impacted by the opening of new retail stores and the introduction of new products. Accordingly, the results of operations in any quarter will not necessarily be indicative of the results that may be achieved for a full fiscal year or any future quarter.

Extreme or unseasonable weather conditions in locations in which we or our customers and suppliers are located could adversely affect our business. Our corporate headquarters and principal operational locations, including retail, distribution and warehousing facilities, may be subject to natural disasters and other severe weather and geological events that could disrupt our operations. The occurrence of such natural events may result in sudden disruptions in business conditions of the local economies affected, as well as of the regional and global economies, and may result in decreased demand for our products and disruptions in our management functions, sales channels and manufacturing and distribution networks, which could have a material adverse effect on our business, financial condition and results of operations. Extreme weather events and changes in weather patterns can also influence customer trends and shopping habits. Extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season may diminish demand for our seasonal merchandise. Heavy snowfall, hurricanes or other severe weather events in the areas in which our retail stores and the retail stores of our wholesale customers are located may decrease customer traffic in those stores and reduce our sales and profitability. If severe weather events force closure of or disrupt operations at the distribution centers we use for our merchandise, we could incur higher costs and experience longer lead times to distribute our products to our retail stores, wholesale customers or e-commerce customers. If prolonged, such extreme or unseasonable weather conditions could adversely affect our business, financial condition and results of operations.

Inadequate Trademark Protections. We believe that our trademarks and other proprietary rights are of major significance to our success and our competitive position and consider some of our trademarks, such as Steve Madden, to be integral to our business and among our most valuable assets. Accordingly, we devote substantial resources to the establishment and protection of our trademarks on a worldwide basis. Nevertheless, there can be no assurance that the actions taken by us to establish and protect our trademarks and other proprietary rights will be adequate to prevent imitation of our products by others or to prevent others from seeking to block sales of our products on the basis that our products violate the trademarks and proprietary rights of others. Moreover, no assurance can be given that others will not assert rights in, or ownership of, trademarks and other proprietary

rights of ours or that we will be able to successfully resolve such conflicts. In addition, the laws of certain foreign countries may not protect proprietary rights to the same extent as do the laws of the United States. Our failure to establish and then protect such proprietary rights from unlawful and improper utilization could have a material adverse effect on our business, financial condition, results of operations and liquidity.

Litigation and Other Legal Proceedings. We are involved in various claims, litigations and other legal and regulatory proceedings and governmental investigations that arise from time to time in the ordinary course of our business. Due to the inherent uncertainties of litigation and such other proceedings and investigations, we cannot predict with accuracy the ultimate outcome of any such matters. An unfavorable outcome could have an adverse impact on our business, financial condition and results of operations and the amount of insurance coverage we maintain to address such matters may be inadequate to cover these or other claims. In addition, any significant litigation, investigation or proceeding, regardless of its merits, could divert financial and management resources that would otherwise be used to benefit our operations. See Item 3 “Legal Proceedings,” below for additional information regarding certain of the matters in which we are involved.

Declines in Our Stock Price Due to Inaccurate Predictions. The trading price of our common stock periodically may rise or fall based on the accuracy of predictions of our future performance. As one of our primary objectives, we strive to maximize the long-term strength, growth and profitability of our Company, rather than to achieve an earnings target in any particular fiscal quarter. We believe that this longer-term goal is in the best interests of the Company and our stockholders, but recognize that it may be helpful to our stockholders and potential investors for us to provide guidance as to our quarterly and annual forecast of net sales and earnings. While we endeavor to provide meaningful and considered guidance at the time it is provided and generally expect to provide updates to our guidance when we report our results each fiscal quarter, actual results may differ from our predictions as the guidance is based on assumptions and expectations that may or may not come to pass and, as such, we assume no responsibility to update any of our forward-looking statements at such times or otherwise. If and when we announce actual results that differ from those that have been predicted by us, the market price of our common stock could be adversely affected. Investors who rely on these predictions in making investment decisions with respect to our common stock do so at their own risk. We take no responsibility for any losses suffered as a result of such changes in the price of our common stock.

In addition, at any given time outside securities analysts may follow our financial results and issue reports that discuss our historical financial results and the analysts' predictions of our future performance, which our stockholders and potential investors may choose to rely on in making investment decisions. These analysts' predictions are based upon their own opinions and are often different from our own forecasts. Our stock price could decline if our results are below the estimates or expectations of these outside analysts.

Exposure to Foreign Currency Fluctuations. We make all of our purchases in U.S. dollars. However, we source substantially all of our products overseas and, as such, the cost of these products may be affected by changes in the value of the relevant currencies. Changes in currency exchange rates may also affect the relative prices at which we and our foreign competitors sell products in the same market. There can be no assurance that foreign currency fluctuations will not have a material adverse effect on our business, financial condition, results of operations and liquidity.

ITEM 1B UNRESOLVED STAFF COMMENTS

None.

ITEM 2 PROPERTIES

We lease space for our headquarters, our retail stores, showrooms and office facilities in various locations in the United States, as well as overseas. We own one improved real property parcel in Long Island City, New York. We believe that our existing facilities are in good operating condition and are adequate for our present level of operations. The following table sets forth information with respect to our key properties:

Location	Leased/Owned	Primary Use	Approximate Area Square Feet
Dongguan, Guangdong Province, China	Leased	Offices and sample production	180,000
Long Island City, NY	Leased	Executive offices	90,000
Bayonne, NJ	Leased	Warehouse	80,000
Bellevue, WA	Leased	Offices, Topline	41,500
Montreal, Canada	Leased	Offices, warehouse	35,000
New York, NY	Leased	Offices and showroom, Accessories	30,000
New York, NY	Leased	Showroom	14,000
Putian City, Guangdong Province, China	Leased	Offices	13,800
New York, NY	Leased	Offices, Cejon	12,400
Seattle, Washington	Leased	Offices and showroom, Dolce Vita	10,537
Long Island City, NY	Leased	Storage	7,200
Los Angeles, CA	Leased	Showroom, Steven	4,600
Guangdong Province, China	Leased	Offices	4,500
Kwai Chung, Hong Kong	Leased	Offices	3,800
Mexico City, Mexico	Leased	Offices, SM Mexico	3,520
Long Island City, NY	Owned	Other	2,200
New York, NY	Leased	Apartments	1,800
Los Angeles, CA	Leased	Showroom, Accessories	1,400
New York, NY	Leased	Office	850
Dallas, Texas	Leased	Showroom	800

All of our retail stores are leased pursuant to leases that, under their original terms, extend for an average of ten years. Many of the leases contain rent escalation clauses to compensate for increases in operating costs and real estate taxes over the base year. The current terms of our retail store leases expire as follows:

Years Initial Lease Terms Expire	Number of Stores
2016	12
2017	20
2018	14
2019	12
2020	9
2021	15
2022	20
2023	22
2024	18
2025	20
2026	3

ITEM 3 LEGAL PROCEEDINGS
(\$ in thousands)

On August 10, 2005, following the conclusion of an audit of the Company conducted by auditors for U.S. Customs and Border Protection (“U.S. Customs”) during 2004 and 2005, U.S. Customs issued a report that asserts that certain commissions that the Company treated as “buying agents’ commissions” (which are non-dutiable) should be treated as “selling agents’ commissions” and hence are dutiable. Subsequently, U.S. Immigration and Customs Enforcement notified the Company’s legal counsel that a formal investigation of the Company’s importing practices had been commenced as a result of the audit. In September 2007, U.S. Customs notified the Company that it had finalized its assessment of the underpaid duties at \$1,400. The Company, with the advice of legal counsel, evaluated the liability in the case, including additional duties, interest and penalties, and believed that it was not likely to exceed \$3,050, and, accordingly, a liability for this amount was recorded as of December 31, 2009. The Company contested the conclusions of the U.S. Customs audit and filed a request for review and issuance of rulings thereon by U.S. Customs Headquarters, Office of Regulations and Rulings, under internal advice procedures. On September 20, 2010, U.S. Customs issued a ruling in the matter, concluding that the commissions paid by the Company pursuant to buying agreements entered into by the Company and one of its two buying agents under review were *bona fide* buying-agent commissions and, therefore, were non-dutiable. With respect to the second buying agent, U.S. Customs also ruled that beginning in February 2002, commissions paid by the Company were *bona fide* buying agent commissions and, therefore, were non-dutiable. However, U.S. Customs found that the Company’s pre-2002 buying agreements with the second agent were legally insufficient to substantiate a buyer-buyer’s agent relationship between the Company and the agent and that commissions paid to the second agent under such buying agreements, in fact, were dutiable. On the basis of the U.S. Customs ruling, the Company reevaluated the liability in the case and believes that it is not likely to exceed \$1,248 and the liability was reduced from \$3,050 to such amount as of September 30, 2010.

On November 21, 2011, U.S. Customs issued a pre-penalty notice to the Company in which it alleges that gross negligence by the Company resulted in an underpayment of duties with respect to certain pre-2002 buying agreements and claims that the Company owes \$342 as an additional duty and \$1,367 in monetary penalties. In its February 16, 2012 response to the pre-penalty notice, the Company submitted that it owes no additional duty and, further, did not through negligence or gross negligence fail to pay any duty or engage in conduct amounting to either gross negligence or negligence. The Company requested that U.S. Customs withdraw its proposal to issue a notice of penalty and take no further adverse action against the Company. In the event that U.S. Customs is not inclined to withdraw the pre-penalty notice after review of the Company’s response, the Company has requested the opportunity to make an oral presentation to U.S. Customs prior to the issuance of a notice of penalty. On June 26, 2014, the Company’s counsel met with U.S. Customs officials and, following the meeting, counsel submitted to U.S. Customs a letter and the Company’s check in the amount of \$342, representing the Company’s Offer in Compromise of the proposed government claim. The Offer in Compromise was filed without any admission or acceptance by the Company with respect to the proposed claim. In the event that U.S. Customs determines to issue a notice of penalty, the Company intends to file a petition for relief requesting a reduction of the level of culpability and mitigation of the penalty amount assessed. The maximum total amount of damages, including penalty, related to this matter is estimated at approximately \$1,700 for which the Company has accrued \$1,248.

We have been named as a defendant in certain other lawsuits in the normal course of business. In the opinion of management, after consulting with legal counsel, the liabilities, if any, resulting from these matters should not have a material effect on our financial position or results of operations.

ITEM 4 MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information. Our shares of common stock have traded on the NASDAQ Global Select Market since August 1, 2007 and were traded on the NASDAQ National Market prior to that date. The following table sets forth the range of high and low closing sales prices for our common stock during each fiscal quarter during the two-year period ended December 31, 2015 as reported by the NASDAQ Global Select Market. The trading volume of our securities fluctuates and may be limited during certain periods. As a result, the liquidity of an investment in our securities may be adversely affected.

Common Stock					
	High	Low		High	Low
2015			2014		
Quarter ended March 31, 2015	\$38.48	\$29.33	Quarter ended March 31, 2014	\$37.72	\$30.66
Quarter ended June 30, 2015	\$43.47	\$36.93	Quarter ended June 30, 2014	\$37.35	\$31.23
Quarter ended September 30, 2015	\$44.73	\$35.68	Quarter ended September 30, 2014	\$35.64	\$30.20
Quarter ended December 31, 2015	\$38.76	\$29.98	Quarter ended December 31, 2014	\$34.88	\$28.02

Holders. As of February 26, 2016, there were 115 holders of record of our common stock.

Dividends. With the exception of a special cash dividend paid in November 2005 and in November 2006, we have not declared or paid any cash dividends in the past to the holders of our common stock. We intend to retain earnings, if any, for potential future dividends and to finance the development and expansion of our business. Future dividend policy will be subject to the discretion of our Board of Directors and will be contingent upon future earnings, if any, our financial condition, capital requirements, general business conditions, and other factors. Therefore, we can give no assurance that any cash dividends of any kind will be paid to holders of our common stock in the future.

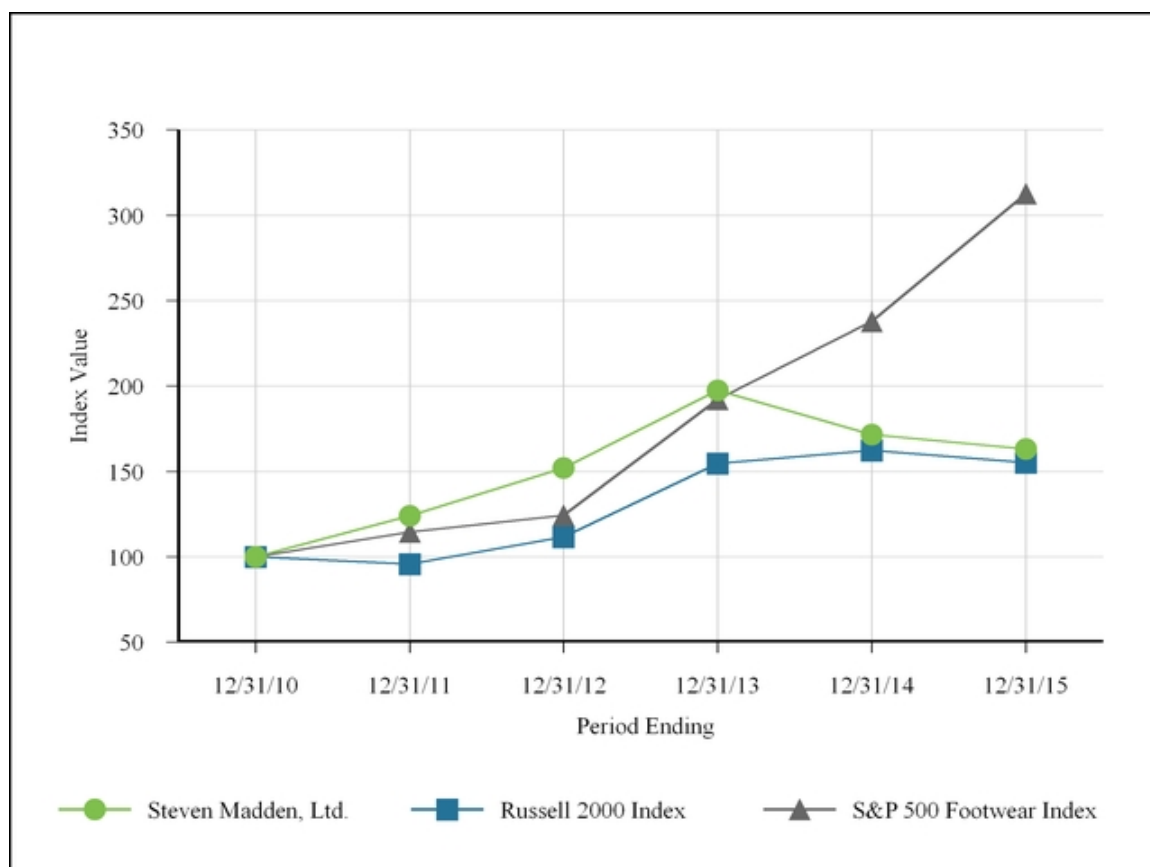
Equity Compensation Plans. Information regarding our equity compensation plans as of December 31, 2015 is disclosed in Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

Issuer Repurchases of Equity Securities. The Company's Board of Directors authorized a share repurchase program (the "Share Repurchase Program") effective as of January 1, 2004. The Share Repurchase Program permits the Company to effect repurchases from time to time through a combination of open market repurchases or in privately negotiated transactions at such prices and times as are determined to be in the best interest of the Company. The Share Repurchase Program does not have a fixed expiration or termination date and may be modified or terminated by the Board of Directors at any time. On several occasions the Board of Directors has increased the amount authorized for repurchase. During fiscal year 2015, an aggregate of 3,704,109 shares of the Company's common stock were repurchased under the Share Repurchase Program, at an average per share price of \$36.62, for an aggregate purchase price of approximately \$136 million. At December 31, 2015, an aggregate of approximately \$64 million remained available for future repurchases of our common stock under the Share Repurchase Program. Subsequent to the year ended December 31, 2015, on February 22, 2016, the Board of Directors approved the continuation of the Share Repurchase Program for an additional \$136 million in repurchases of the Company's common stock, resulting in approximately \$200 million currently available for future repurchases. The following table presents the total number of shares of the Company's common stock, \$.0001 par value, purchased by the Company in the three months ended December 31, 2015, the average price paid per share and the approximate dollar value of the shares that still could have been purchased at the end of the fiscal period, pursuant to the Company's Share Repurchase Program.

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly Announced Plans or Programs	Maximum Dollar Amount of Shares that May Yet Be Purchased Under the Plans or Programs
10/1/2015- 10/31/2015	—	\$ —	—	\$ 95,246
11/1/2015- 11/30/2015	512,324	\$ 32.93	512,324	\$ 78,375
12/1/2015- 12/31/2015	446,800	\$ 31.89	446,800	\$ 64,127
Total	959,124	\$ 32.45	959,124	\$ 64,127

⁽¹⁾ The Steven Madden, Ltd. 2006 Stock Incentive Plan provides the Company with the right to deduct or withhold, or require employees to remit to the Company, an amount sufficient to satisfy any applicable tax withholding obligations applicable to stock-based compensation awards. To the extent permitted, employees may elect to satisfy all or part of such withholding obligations by tendering to the Company previously owned shares or by having the Company withhold shares having a fair market value equal to the minimum statutory tax withholding rate that could be imposed on the transaction. Of the total number of shares purchased by the Company in the fourth quarter of 2015, 18,716 shares were withheld in connection with the settlement of vested restricted stock to satisfy tax withholding requirements.

Performance Graph. The following graph compares the yearly percentage change in the cumulative total stockholder return on our common stock during the period beginning on December 31, 2010, and ending on December 31, 2015, with the cumulative total return on the Russell 2000 Index and the S&P 500 Footwear Index. The comparison assumes that \$100 was invested on December 31, 2010 in our common stock and in the foregoing indices and assumes the reinvestment of dividends.



	<u>12/31/2010</u>	<u>12/31/2011</u>	<u>12/31/2012</u>	<u>12/31/2013</u>	<u>12/31/2014</u>	<u>12/31/2015</u>
Steven Madden, Ltd.	\$100.00	\$124.06	\$152.00	\$197.36	\$171.68	\$163.00
Russell 2000 Index	\$100.00	\$95.82	\$111.49	\$154.78	\$162.35	\$155.18
S&P 500 Footwear Index	\$100.00	\$114.48	\$124.39	\$192.18	\$237.84	\$312.49

ITEM 6 SELECTED FINANCIAL DATA

The following selected financial data has been derived from our audited Consolidated Financial Statements. The Income Statement Data relating to 2015, 2014 and 2013, and the Balance Sheet data as of December 31, 2015 and 2014 should be read in conjunction with the information provided in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the notes to our Consolidated Financial Statements appearing elsewhere in this Annual Report on Form 10-K.

INCOME STATEMENT DATA**Year Ended December 31,**

(in thousands, except per share data)

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Net sales	\$ 1,405,239	\$ 1,334,951	\$ 1,314,223	\$ 1,227,072	\$ 968,549
Cost of sales	904,747	865,951	831,847	771,370	606,601
Gross profit	500,492	469,000	482,376	455,702	361,948
Commissions and licensing fee income - net	16,647	13,723	15,632	15,395	18,715
Operating expenses	(342,446)	(315,081)	(295,223)	(283,689)	(226,893)
Impairment charges and provision for litigation	(3,045)	—	983	(8,432)	—
Income from operations	171,648	167,642	203,768	178,976	153,770
Interest income	2,660	3,285	4,228	3,067	4,885
Interest expense	(469)	(211)	(128)	(49)	(51)
Other income (expense) - net	(1,373)	677	1,083	2,193	188
Income before provision for income taxes	172,466	171,393	208,951	184,187	158,792
Provision for income taxes	58,811	58,764	75,666	64,623	61,591
Net income	113,655	112,629	133,285	119,564	97,201
Net (income) loss attributable to non-controlling interests	(717)	(749)	(1,278)	62	118
Net income attributable to Steven Madden, Ltd.	\$ 112,938	\$ 111,880	\$ 132,007	\$ 119,626	\$ 97,319
Basic income per share	\$1.91	\$1.82	\$2.04	\$1.85	\$1.53
Diluted income per share	\$1.85	\$1.76	\$1.98	\$1.81	\$1.50
Basic weighted average shares of common stock	58,997	61,451	64,583	64,529	63,396
Effect of dilutive securities - options and restricted stock	2,145	2,225	2,253	1,726	1,463
Diluted weighted average shares of common stock outstanding	61,142	63,676	66,836	66,255	64,859

BALANCE SHEET DATA**At December 31,**

	<u>2015</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>
Total assets	\$ 914,385	\$ 911,235	\$ 880,241	\$ 804,039	\$ 639,786
Working capital	283,020	264,635	342,142	306,776	211,649
Noncurrent liabilities	60,923	64,115	46,898	43,161	29,940
Stockholders' equity	\$ 678,663	\$ 669,529	\$ 678,840	\$ 626,400	\$ 474,758

ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our Financial Condition and Results of Operations should be read in conjunction with our audited Consolidated Financial Statements and notes thereto appearing elsewhere in this Annual Report on Form 10-K.

Overview:

(\$ in thousands, except retail sales data per square foot, earnings per share and per share data)

Steven Madden, Ltd. and its subsidiaries (collectively, the "Company", "we", "our", "us", as applicable) design, source, market and sell fashion-forward branded and private label footwear for women, men and children. In addition, we design, source, market and sell name brand and private label fashion handbags and accessories, through our Accessories Division. We market and sell our products through better department stores, major department stores, mid-tier department stores, specialty stores, luxury retailers, value priced retailers, national chains, mass merchants, online retailers, catalog retailers and in our retail stores and our e-commerce websites throughout the United States, Canada, Mexico and South Africa and under special distribution arrangements in Asia, Australia, Europe, India, the Middle East, South and Central America and New Zealand. Our product line includes a broad range of contemporary styles designed to establish or capitalize on market trends, complemented by core product offerings. We have established a reputation for design creativity and our ability to offer quality products in popular styles at accessible price points, delivered in an efficient manner and time frame.

Our business is comprised of five distinct segments (Wholesale Footwear, Wholesale Accessories, Retail, First Cost and Licensing). Our Wholesale Footwear segment includes the following brands: Steve Madden Women's®, Madden Girl®, Steve Madden Men's®, Madden®, Report®, Dolce Vita®, DV by Dolce Vita®, Mad Love®, Steven by Steve Madden®, Report Signature®, Superga® (under license), Betsey Johnson®, Steve Madden Kids®, FREEBIRD by Steven®, Stevies®, B Brian Atwood®, Blondo® and includes our International business and certain private label footwear business. Our Wholesale Accessories segment includes Big Buddha®, Betseyville®, Betsey Johnson®, Steve Madden®, Steven by Steve Madden®, Madden Girl®, Luv Betsey®, B Brian Atwood®, Cejon® accessories brands and includes our International business and certain private label accessories business. Steven Madden Retail, Inc., our wholly-owned retail subsidiary, operates Steve Madden, Steven, Superga and International retail stores, as well as Steve Madden, Superga, Betsey Johnson and Dolce Vita e-commerce websites. The First Cost segment represents activities of a subsidiary that earns commissions for serving as a buying agent for footwear products under private labels for many of the country's large mass-market merchandisers, shoe chains and other value priced retailers. Our Licensing segment is engaged in the licensing of the Steve Madden®, Steven by Steve Madden® and Madden Girl® trademarks for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage and men's leather accessories. In addition, we license our Betsey Johnson®, Betseyville® and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas and household goods.

In fiscal year 2015 the Company focused on the integration of our strategic transactions completed in 2014, as well as continued focus on our key growth initiatives of adding new brands to our portfolio and expanding our international business. On January 23, 2015, the Company acquired the trademarks and other intellectual property and related assets of Blondo, a fashion-oriented footwear brand specializing in waterproof leather boots, from Regence Footwear Inc. and 3074153 Canada Inc. for a purchase price of approximately \$9,129. Further, the Company benefited from earnings contributions for each of the Dolce Vita, SM Mexico and Blondo acquisitions during fiscal year 2015.

Additionally, the Company had strong retail growth during the year with net sales increasing 16% to \$240,312 compared to \$207,302 in the prior year period. This increase reflects a comparable store sales, which represent sales of stores (including the e-commerce websites) that were in operation throughout 2015 and 2014, increase of 11.2% driven by better fashion trends, stronger product assortment and improvement in conversion rate coupled with a net increase of nine stores year over year.

Key Performance Indicators and Statistics

The following measurements are among the key business indicators reviewed by various members of management to measure consolidated and segment results of the Company:

- net sales
- gross profit margin
- operating expenses
- income from operations
- adjusted EBITDA
- adjusted EBIT
- same store sales
- inventory turnover
- accounts receivable average collection days
- cash flow and liquidity determined by the Company's working capital and free cash flow
- store metrics such as sales per square foot, average unit retail, conversion, average units per transaction, and contribution margin.

While not all of these metrics are disclosed due to the proprietary nature of the information, many of these metrics are disclosed and discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Non-GAAP Measures

The Company's reported results are presented in accordance with GAAP. The Company uses adjusted earnings before interest and taxes ("Adjusted EBIT") and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"), as calculated in the table below, as non-GAAP measures, in internal management reporting and planning processes as well as in evaluating the performance of the Company. Management believes these measures are useful to investors in evaluating the Company's ongoing operating and financial results. By providing these non-GAAP measures, as a supplement to GAAP information, we believe we are enhancing investors' understanding of our business and our results of operations. The non-GAAP financial measures are limited in their usefulness and should be considered in addition to, and not in lieu of, U.S. GAAP financial measures. Further, these non-GAAP measures may be unique to the Company, as they may be different from non-GAAP measures used by other companies.

The table below reconciles these metrics to net income as presented in the consolidated statement of income.

	Years Ended December 31 (\$ in thousands)		
	2015	2014	2013
Net Income	\$ 113,655	\$ 112,629	\$ 133,285
Add back:			
Provision for income taxes	58,811	58,764	75,666
Deduct:			
Other Income (expense) - net	(1,373)	677	1,083
Interest, net	2,191	3,074	4,100
Adjusted EBIT	171,648	167,642	203,768
Add back:			
Depreciation and amortization	20,757	15,077	12,979
Loss on disposal of fixed assets	1,780	291	905
Adjusted EBITDA	194,185	183,010	217,652

Executive Summary

Net sales for 2015 increased 5% to \$1,405,239 from \$1,334,951 in 2014. Net sales growth was driven by our acquisitions of Dolce Vita, SM Mexico and Blondo, which collectively contributed net sales of \$118,535. Excluding acquisitions, net sales decreased by 1% due to declines in both the Wholesale Footwear segment and the Wholesale Accessories segment partially offset by an increase in our Retail segment. The prior year net sales of \$1,334,951 was adjusted to exclude sales of SM Mexico as a distributor prior to our acquisition of SM Mexico, and Dolce Vita sales due to the partial period. Net income increased 1% to \$112,938 in 2015 compared to \$111,880 in 2014. The Company's effective tax rate for 2015 decreased to 34.1% compared to 34.3% recorded in 2014 due primarily to planned reinvestment of foreign earnings in foreign locations. Diluted earnings per share in 2015 increased to \$1.85 per share on 61,142,000 diluted weighted average shares outstanding compared to \$1.76 per share on 63,676,000 diluted weighted average shares outstanding in the prior year.

In our Retail segment, same store sales (sales attributable to those stores, including the e-commerce websites, that were in operation throughout 2015 and 2014) increased 11.2%, and sales per square foot increased to \$723 in 2015 compared to sales per square foot of \$676 in 2014. As of December 31, 2015, we had 169 stores in operation, compared to 160 stores as of December 31, 2014. Our store increase was primarily related to the addition of seven full price stores and eight outlet store locations partially offset by six full price store closings.

Our total inventory turnover was 8.7 times compared to 10.4 times in the comparable period of last year. Our accounts receivable average collection days were 67 days in 2015 compared to 62 days in 2014. As of December 31, 2015, we had \$193,303 in cash, cash equivalents and marketable securities, no short or long-term debt and total stockholders' equity of \$678,663. Working capital increased to \$283,020 as of December 31, 2015, compared to \$264,635 on December 31, 2014.

The following tables set forth information on operations for the periods indicated:

Years Ended December 31
(\$ in thousands)

	2015		2014		2013	
<u>CONSOLIDATED:</u>						
Net sales	\$ 1,405,239	100.0 %	\$ 1,334,951	100.0%	\$ 1,314,223	100.0%
Cost of sales	904,747	64.4 %	865,951	64.9%	831,847	63.3%
Gross profit	500,492	35.6 %	469,000	35.1%	482,376	36.7%
Other operating income – net of expenses	16,647	1.2 %	13,723	1.0%	15,632	1.2%
Operating expenses	342,446	24.4 %	315,081	23.6%	295,223	22.5%
Impairment charges and provision for litigation	(3,045)	(0.2)%	—	—%	983	0.1%
Income from operations	171,648	12.2 %	167,642	12.6%	203,768	15.5%
Interest and other income – net	818	0.1 %	3,751	0.3%	5,183	0.4%
Income before income taxes	172,466	12.3 %	171,393	12.8%	208,951	15.9%
Net income attributable to Steven Madden, Ltd.	112,938	8.0 %	111,880	8.4%	132,007	10.0%
By Segment:						
<u>WHOLESALE FOOTWEAR SEGMENT:</u>						
Net sales	\$ 905,821	100.0 %	\$ 881,041	100.0%	\$ 860,448	100.0%
Cost of sales	637,514	70.4 %	621,277	70.5%	596,584	69.3%
Gross profit	268,307	29.6 %	259,764	29.5%	263,864	30.7%
Operating expenses	168,183	18.6 %	154,171	17.5%	146,913	17.1%
Income from operations - before impairment charges and provision for litigation	100,124	11.1 %	105,593	12.0%	116,951	13.6%
<u>WHOLESALE ACCESSORIES SEGMENT:</u>						
Net sales	\$ 259,106	100.0 %	\$ 246,608	100.0%	\$ 244,163	100.0%
Cost of sales	173,230	66.9 %	161,968	65.7%	154,856	63.4%
Gross profit	85,876	33.1 %	84,640	34.3%	89,307	36.6%
Operating expenses	47,656	18.4 %	45,867	18.6%	44,569	18.3%
Income from operations - before impairment charges and provision for litigation	38,220	14.8 %	38,773	15.7%	44,738	18.3%
<u>RETAIL SEGMENT:</u>						
Net sales	\$ 240,312	100.0 %	\$ 207,302	100.0%	\$ 209,612	100.0%
Cost of sales	94,003	39.1 %	82,706	39.9%	80,407	38.4%
Gross profit	146,309	60.9 %	124,596	60.1%	129,205	61.6%
Operating expenses	126,607	52.7 %	115,043	55.5%	103,741	49.5%
Income from operations - before impairment charges and provision for litigation	19,702	8.2 %	9,553	4.6%	25,464	12.1%
Number of stores	169		160		121	
<u>FIRST COST SEGMENT:</u>						
Other commission income – net of expenses	\$ 6,795	100.0 %	\$ 6,438	100.0%	\$ 7,988	100.0%
<u>LICENSING SEGMENT:</u>						
Licensing income – net of expenses	\$ 9,852	100.0 %	\$ 7,285	100.0%	\$ 7,644	100.0%

RESULTS OF OPERATIONS

(\$ in thousands)

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

Consolidated:

Net sales for the year ended December 31, 2015 increased by 5.3% to \$1,405,239 from \$1,334,951 for fiscal year 2014. For the year ended December 31, 2015, gross margin as a percentage of net sales increased to 35.6% compared to 35.1% in the prior year. Operating expenses increased in 2015 to \$342,446 from \$315,081 in 2014. Operating expenses included a benefit of \$3,048 related to income arising from the early termination of our lease for our 5th Avenue, New York store, which was closed during the first quarter of 2015. Excluding this benefit, operating expenses were \$345,494. Excluding the aforementioned benefit, the increase in operating expenses is primarily due to the increase in retail store locations and the impact of recent acquisitions, partially offset by the reversal of contingent liabilities. Operating expenses, excluding the aforementioned lease termination income, as a percentage of sales increased to 24.6% in the year ended December 31, 2015 compared to 23.6% in the previous year due to operating expense deleverage on lower organic sales. Commission and licensing fee income increased to \$16,647 in 2015 compared to \$13,723 in 2014. During the year ended December 31, 2015, income from operations increased to \$171,648 and net income attributable to Steven Madden, Ltd. increased to \$112,938 compared to income from operations of \$167,642 and net income attributable to Steven Madden, Ltd. of \$111,880 in 2014. Net income attributable to Steven Madden, Ltd. included the \$3,048 pre-tax benefit related to the closure of our 5th Avenue, New York store location. Net income attributable to Steven Madden, Ltd. also included a pre-tax charge of \$3,045 related to the partial impairment of our Wild Pair trademark, which was triggered by a decrease in expected sales stream from a significant customer.

Wholesale Footwear Segment:

Net sales generated by the Wholesale Footwear segment was \$905,821, or 64.5%, and \$881,041, or 66.0%, of our total net sales for the years ended December 31, 2015 and 2014, respectively. Excluding net sales attributable to the acquisitions of Dolce Vita, SM Mexico and Blondo in each year, organic net sales decreased 5.7% to \$797,054 in fiscal year 2015 compared to \$845,827 in the prior year. The prior year amount of \$881,041 was adjusted to exclude sales of SM Mexico as a distributor prior to our acquisition of SM Mexico, and Dolce Vita sales due to the partial period. Excluding acquisitions, the decrease was driven by declines in both branded and private label footwear.

Gross profit margin slightly increased to 29.6% in 2015 from 29.5% in the prior year, primarily due to the impact of acquisitions. Excluding the impact of acquisitions, gross profit margin was 29.4% in 2015 compared to 30.1% in 2014. In the year ended December 31, 2015, operating expenses were \$168,183 compared to \$154,171 in the same period of 2014. As a percentage of sales, operating expenses increased to 18.6% in 2015 from 17.5% in 2014, due to deleverage from the organic sales decrease and acquisitions. Excluding the impact of acquisitions, operating expenses as a percentage of sales was 17.8% in 2015 and 17.3% in 2014. Income from operations for the Wholesale Footwear segment, excluding a pre-tax charge of \$3,045 related to the partial impairment of our Wild Pair trademark, decreased to \$100,124 for the year ended December 31, 2015 compared to \$105,593 for the year ended December 31, 2014. Excluding acquisitions, income from operations for the Wholesale Footwear segment was \$92,392 in 2015 compared to \$107,866 in 2014.

Wholesale Accessories Segment:

Net sales generated by the Wholesale Accessories segment accounted for \$259,106, or 18.4%, and \$246,608, or 18.5%, of total Company net sales for the years ended December 31, 2015 and 2014, respectively. This represents a \$12,498, or 5% increase year over year with double digit increases in Betsey Johnson, Steve Madden and private label handbags partially offset by decreases in Big Buddha handbags, cold weather accessories and belts.

Gross profit margin in the Wholesale Accessories segment decreased to 33.1% in 2015 from 34.3% in the prior year primarily due to increased sales in value priced retailers and private label handbags both of which have lower margins. In the year ended December 31, 2015, operating expenses increased to \$47,656 compared to \$45,867 in the year ended December 31, 2014. As a percentage of sales, operating expenses decreased to 18.4% in 2015 from 18.6% in 2014 due to the current year amounts including a favorable impact from a benefit received for the reversal of contingent liabilities. Income from operations for the Wholesale Accessories segment decreased 1% to \$38,220 in 2015 compared to \$38,773 in 2014.

Retail Segment:

Net sales generated by the Retail segment accounted for \$240,312, or 17.1%, and \$207,302, or 15.5%, of total Company net sales for the years ended December 31, 2015 and 2014, respectively, which represents a \$33,010 or 15.9% increase, year over year. This growth is primarily due to an increase in comparable store sales of 11.2% driven by better fashion footwear trends, stronger product assortment and improvement in conversion rate, and the net addition of nine stores from the prior year. Excluding the acquisition of SM Mexico retail stores, net sales increased 12.0%. During 2015, we added seven full price stores and eight outlets and closed six full price locations. As a result, we had 169 retail stores as of December 31, 2015, compared to 160 stores as of December 31, 2014. The 169 stores currently in operation include 123 Steve Madden full price stores, 40 Steve Madden outlet stores, one Steven store, one Superga store and four e-commerce websites. Comparable store sales (sales of those stores, including the e-commerce websites, that were open for all of 2015 and 2014) for the year ended December 31, 2015 increased 11.2% when compared to the prior year. The Company excludes new locations from the comparable store base for the first year of operations. Stores that are closed for renovations are removed from the comparable store base. During the year ended December 31, 2015, gross margin increased to 60.9% from 60.1% in 2014 primarily due to decreased promotional activity compared to the prior year. In 2015, operating expenses increased to \$126,607 from \$115,043 in 2014 primarily due to the incremental cost associated with new store openings and the acquisition of SM Mexico. Operating expenses included a benefit of \$3,048 related to income arising from the early termination of our lease for our 5th Avenue, New York store, which was closed during the first quarter of 2015. Excluding this benefit, operating expenses were \$129,655. Excluding the lease benefit, operating expenses as a percentage of sales decreased to 54.0% in 2015 from 55.5% in the prior year. For the year ended December 31, 2015, income from operations for the Retail segment increased to \$19,702 compared to \$9,553 in the prior year. Excluding the benefit of \$3,048 in the first quarter of 2015, income from operations for the Retail segment was \$16,654.

First Cost Segment:

The First Cost segment generated income from operations of \$6,795 for the year ended December 31, 2015, compared to \$6,438 in 2014.

Licensing Segment:

During the year ended December 31, 2015, the licensing segment generated income of \$9,852 as compared to the prior year income of \$7,285.

Year Ended December 31, 2014 vs. Year Ended December 31, 2013**Consolidated:**

Total net sales for the year ended December 31, 2014 increased by 2% to \$1,334,951 from \$1,314,223 for fiscal year 2013. For the year ended December 31, 2014, gross margin as a percentage of net sales was 35.1% compared to 36.7% in the prior year. Operating expenses increased in 2014 to \$315,081 from \$295,223 in 2013. As a percentage of sales, operating expenses increased to 23.6% in the year ended December 31, 2014 compared to 22.5% in the previous year. Commission and licensing fee income decreased to \$13,723 in 2014 compared to \$15,632 in 2013. During the year ended December 31, 2014, income from operations decreased to \$167,642 and net income attributable to Steven Madden, Ltd. decreased to \$111,880 compared to income from operations of \$203,768 and net income attributable to Steven Madden, Ltd. of \$132,007 in 2013.

Wholesale Footwear Segment:

Net sales generated by the Wholesale Footwear segment was \$881,041, or 66%, and \$860,448, or 65%, of our total net sales for the years ended December 31, 2014 and 2013, respectively. This represents a \$20,593, or 2.4% increase year over year. Excluding sales attributable to acquisitions in each year, organic net sales decreased 0.8%. Organic wholesale branded net sales were flat compared to the year ended 2013 with double digit growth in sales of Steve Madden Men's, Report, Steve Madden Kids and FREEBIRD by Steven products being offset by decreases in sales of Steve Madden Women's products and Olsenboye (licensed brand) products. The decrease in Steve Madden Women's was driven by a lack of fashion footwear trends while Olsenboye decreased as a result of discontinuation of sales under the Olsenboye brand in 2014. Organic wholesale private label business was down 2.2%.

Gross profit margin decreased to 29.5% in 2014 from 30.7% in the prior year, primarily due to the impact of increased product markdown allowances and the Dolce Vita acquisition. Excluding the impact of acquisitions gross profit margin was 30.1% in 2014. In the year ended December 31, 2014, operating expenses were \$154,171 compared to \$146,913 in the same period of 2013. As a percentage of sales, operating expenses increased to 17.5% in 2014 from 17.1% in 2013, due to the acquisition of Dolce Vita and deleverage from the organic sales decrease. Excluding the impact of acquisitions, operating expenses as a percentage of sales was 17.3% in 2014. Income from operations for the Wholesale Footwear segment decreased to \$105,593 for the year ended December 31, 2014 compared to \$116,951 for the year ended December 31, 2013. Excluding acquisitions, income from operations for the Wholesale Footwear segment was \$107,866 in 2014.

Wholesale Accessories Segment:

Net sales generated by the Wholesale Accessories segment accounted for \$246,608, or 18.5%, and \$244,163, or 18.6%, of total Company net sales for the years ended December 31, 2014 and 2013, respectively. This represents a \$2,445, or 1% increase year over year with double digit increases in private label and Betsey Johnson handbags almost fully offset by decreases in Steve Madden and Big Buddha handbags, cold weather accessories and belts.

Gross profit margin in the Wholesale Accessories segment decreased to 34.3% in 2014 from 36.6% in the prior year primarily due to increased sales in lower margin private label handbags and margin decreases in Steve Madden handbags and cold weather accessories due to increased markdown allowances and higher product returns. In the year ended December 31, 2014, operating expenses increased to \$45,867 compared to \$44,569 in the year ended December 31, 2013. As a percentage of sales, operating expenses increased to 18.6% in 2014 from 18.3% in 2013. Income from operations for the Wholesale Accessories segment decreased 13.3% to \$38,773 in 2014 compared to \$44,738 in 2013.

Retail Segment:

Net sales generated by the Retail segment accounted for \$207,302, or 15.5%, and \$209,612, or 16%, of total Company net sales for the years ended December 31, 2014 and 2013, respectively, which represents a \$2,310, or 1%, decrease, year over year. This decrease reflects a decline in comparable store sales of 8.1% driven by a lack of fashion footwear trends partially offset by the addition of retail stores since the fourth quarter of 2013. During 2014 we added three full price stores and 15 outlets and closed five full price locations. We also acquired the Dolce Vita online store, 21 stores from our Mexico acquisition and four stores from our new joint venture in South Africa. As a result, we had 160 retail stores as of December 31, 2014, compared to 121 stores as of December 31, 2013. The 160 stores in operation as of December 31, 2014 include 122 Steve Madden full price stores, 32 Steve Madden outlet stores, one Steven store, one Superga store and four e-commerce websites. Comparable store sales (sales of those stores, including the e-commerce websites, that were open for all of 2014 and 2013) for the year ended December 31, 2014 decreased 8.1% when compared to the prior year. The Company excludes new locations from the comparable store base for the first year of operations. Stores that are closed for renovations are removed from the comparable store base. During the year ended December 31, 2014, gross margin decreased to 60.1% from 61.6% in 2013 primarily due to increased promotional activity. In 2014, operating expenses increased to \$115,043 from \$103,741 in 2013 primarily due to the incremental cost associated with new store openings. As a percentage of sales, operating expenses increased to 55.5% in 2014 from 49.5% in the prior year due to deleverage from negative comparable store sales. For the year ended December 31, 2014, income from operations for the Retail segment decreased to \$9,553 compared to \$25,464 in the prior year.

First Cost Segment:

The First Cost segment generated income from operations of \$6,438 for the year ended December 31, 2014, compared to \$7,988 in 2013. The decrease relates to a decline in sales with certain private label customers.

Licensing Segment:

During the year ended December 31, 2014, licensing income of \$7,285 was down slightly compared to the prior year income of \$7,644.

LIQUIDITY AND CAPITAL RESOURCES

(\$ in thousands)

Our primary source of liquidity is cash flows generated from our operations. Our primary use of this liquidity is to fund our ongoing cash requirements, including working capital requirements, share repurchases, acquisitions, system enhancements and retail store expansion and remodeling.

Cash, cash equivalents and short-term investments totaled \$104,838 and \$112,648 at December 31, 2015 and December 31, 2014, respectively. Of the total cash, cash equivalents and short-term investments at December 31, 2015, \$73,640, or approximately 70%, was held in our foreign subsidiaries and of the total cash, cash equivalents and short-term investments at December 31, 2014, \$57,256, or approximately 51%, was held in our foreign subsidiaries. To date, deferred taxes have been estimated and accrued for all of our foreign subsidiary earnings that have not been determined to be indefinitely reinvested. As of December 31, 2015 and 2014, the cumulative total amount of earnings considered to be indefinitely reinvested of our foreign subsidiaries was \$85,147 and \$64,147, respectively. If such amounts were not indefinitely reinvested, the Company would incur approximately \$17,531 in taxes that were not previously provided for in our consolidated statements of income. Management believes that our existing domestic and international cash, cash equivalents, short-term investments and cash flows from operations, which are not considered to be indefinitely reinvested, continue to be sufficient to fund our domestic operating activities. Therefore, we do not intend, nor do we foresee a need, to repatriate foreign earnings of \$85,147 as of December 31, 2015, that were considered to be indefinitely reinvested and we do not believe there are any material implications or restrictions on our liquidity as a result of having a significant portion of our cash, cash equivalents and short-term investments held by our foreign subsidiaries.

The Company has a collection agency agreement with Rosenthal & Rosenthal, Inc. ("Rosenthal"). The agreement provides us with a credit facility in the amount of \$30,000, having a sub-limit of \$15,000 on the aggregate face amount of letters of credit, at an interest rate based, at our election, upon either the prime rate or LIBOR. The agreement can be terminated by the Company or Rosenthal at any time with 60 days' prior written notice. As of December 31, 2015 we had no borrowings against this credit facility.

As of December 31, 2015, we had working capital of \$283,020. We had cash and cash equivalents of \$72,414, investments in marketable securities short and long term of \$120,889 and we did not have any long-term debt.

We believe that based upon our current financial position and available cash, cash equivalents and marketable securities, we will meet all of our financial commitments and operating needs for at least the next 12 months.

OPERATING ACTIVITIES

(\$ in thousands)

Cash provided by operations was \$134,720 in 2015 compared to cash provided by operations of \$151,975 in the prior year. The primary sources of cash were net income of \$113,655 and a decrease in Prepaid expenses, prepaid taxes, deposits and other of \$4,784. The primary uses of cash were a decrease of deferred taxes of \$5,894 and an increase of inventories of \$9,403.

INVESTING ACTIVITIES

(\$ in thousands)

During the year ended December 31, 2015, we invested \$48,891 in marketable securities and received \$43,353 from the maturities and sales of securities. We made capital expenditures of \$19,459, principally for 9 new stores and improvements to existing stores, systems enhancements and leasehold improvements to office space. Cash used for acquisitions was \$9,129 related to the purchase of Blondo. Cash of \$466 was received in the repayment of the note receivable from the seller of SM Canada.

FINANCING ACTIVITIES

(\$ in thousands)

During the year ended December 31, 2015, net cash used by financing activities was \$110,096, which consisted of share repurchases of \$135,637 and payment of contingent liabilities related to acquisitions completed in prior years of \$6,270, partially offset by proceeds from the exercise of stock options of \$21,301 and the tax benefit from the exercise of options of \$10,510.

CONTRACTUAL OBLIGATIONS
(\$ in thousands)

Our contractual obligations as of December 31, 2015 were as follows:

Contractual Obligations	Payment due by period				
	Total	2016	2017 - 2018	2019 - 2020	2021 and after
Operating lease obligations	\$ 228,193	\$ 37,756	\$ 65,985	\$ 55,906	\$ 68,546
Purchase obligations	194,474	194,474	—	—	—
Contingent payment liability	24,775	16,763	8,012	—	—
Other long-term liabilities (future minimum royalty payments)	7,510	1,000	2,510	2,000	2,000
Total	\$ 454,952	\$ 249,993	\$ 76,507	\$ 57,906	\$ 70,546

At December 31, 2015, we had un-negotiated open letters of credit for the purchase of inventory of approximately \$331.

On January 3, 2012, the Company and its Creative and Design Chief, Steven Madden, entered into an amendment, dated as of December 31, 2011, to Mr. Madden's then existing employment agreement with the Company. The amended agreement, which extends the term of Mr. Madden's employment through December 31, 2023, provides for a base salary of approximately \$7,417 in 2013, approximately \$9,667 in 2014, approximately \$11,917 in 2015 and approximately \$10,698 per annum for the period between January 1, 2016 through the expiration of the term of employment. The employment agreement provided Mr. Madden with the right, exercisable on certain specified dates in fiscal year 2012 only, to elect to receive a grant of restricted stock for a number of shares of the Company's common stock valued at \$40,000 in consideration for a reduction in his annual base salary in years subsequent to 2012 as follows: \$4,000 in 2013, approximately \$6,125 in 2014, approximately \$8,250 in 2015 and approximately \$7,026 per annum for the period between January 1, 2016 through the expiration of the employment agreement on December 31, 2023. On June 30, 2012, Mr. Madden exercised this right and on July 3, 2012 he was granted 1,893,342 restricted shares of the Company's common stock at the then market price of \$21.13, which will vest in the same manner as the February 8, 2012 restricted stock grant received by Mr. Madden pursuant to the amended agreement. (See Note O to the Consolidated Financial Statements.) Accordingly, Mr. Madden's annual base salary was reduced as described above. In addition to the opportunity for cash bonuses at the sole discretion of the Board of Directors, Mr. Madden's employment agreement entitles him to an annual life insurance premium payment as well as an annual stock option grant and the potential for an additional one-time stock option grant based on achievement of certain financial performance criteria. The employment agreement also provides for the elimination of interest accrued after December 31, 2011 on an outstanding loan in the original principal amount of \$3,000 made by the Company to Mr. Madden, the extension of the maturity date of such loan until December 31, 2023, and the forgiveness of 1/10th of the principal amount of the loan, together with accrued interest, annually over a ten-year period commencing on December 31, 2014 for so long as Mr. Madden continues to be employed by the Company on each such December 31. As a result of the elimination of further interest accumulation, the outstanding principal and the accrued interest as of December 31, 2011 has been discounted to reflect imputed interest, which will be amortized over the remaining life of the loan.

The Company has employment agreements with certain executive officers, which provide for the payment of compensation aggregating approximately \$2,984 in 2016, \$1,506 in 2017, and \$900 in 2018. In addition, some of these employment agreements provide for discretionary bonuses and some provide for incentive compensation based on various performance criteria as well as other benefits including stock related compensation.

Virtually all of our products are produced by independent manufacturers at overseas locations, the majority of which are located in China, with a small and growing percentage located in Mexico in addition to smaller amounts in India, Brazil, Indonesia Italy, and Vietnam. We have not entered into any long-term manufacturing or supply contracts with any of these foreign manufacturers. We believe that a sufficient number of alternative sources exist outside of the United States for the manufacture of our products. Purchases are made primarily in United States dollars.

INFLATION

We do not believe that inflation and price changes have had a significant effect on the Company's sales or profitability for the fiscal year ended December 31, 2015 and the prior two fiscal years. Historically, we have minimized the impact of product cost increases by increasing prices, changing suppliers and by improving operating efficiencies. However, no assurance can be given that we will be able to offset such inflationary cost increases in the future.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES AND THE USE OF ESTIMATES

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our Consolidated Financial Statements included in this Annual Report on Form 10-K, which have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP"). The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, sales and expenses, and related disclosure of contingent assets and liabilities. Estimates by their nature are based on judgments and available information. Our estimates are made based upon historical factors, current circumstances and the experience and judgment of management. Assumptions and estimates are evaluated on an ongoing basis and we may employ outside experts to assist in evaluations. Therefore, actual results could materially differ from those estimates under different assumptions and conditions. Management believes the following critical accounting estimates are more significantly affected by judgments and estimates used in the preparation of our Consolidated Financial Statements: allowance for bad debts, returns, and customer chargebacks; inventory valuation; valuation of intangible assets, litigation reserves, and contingent payment liabilities.

Allowances for bad debts, returns and customer chargebacks. We provide reserves against our trade accounts receivables for future customer chargebacks, co-op advertising allowances, discounts, returns and other miscellaneous deductions that relate to the current period. The reserve against our non-factored trade receivables also includes estimated losses that may result from customers' inability to pay. The amount of the reserve for bad debts, returns, discounts and compliance chargebacks are determined by analyzing aged receivables, current economic conditions, the prevailing retail environment and historical dilution levels for customers. We evaluate anticipated customer markdowns and advertising chargebacks by reviewing several performance indicators for our major customers. These performance indicators (which include inventory levels at the retail floors, sell through rates and gross margin levels) are analyzed by management to estimate the amount of the anticipated customer allowance. Failure to correctly estimate the amount of the reserve could materially impact our results of operations and financial position.

Inventory valuation. Inventories are stated at lower-of-cost or market, on a first-in, first-out basis. We review inventory on a regular basis for excess and slow moving inventory. The review is based on an analysis of inventory on hand, prior sales, and expected net realizable value through future sales. The analysis includes a review of inventory quantities on hand at period-end in relation to year-to-date sales and projections for sales in the foreseeable future as well as subsequent sales. We consider quantities on hand in excess of estimated future sales to be at risk for market impairment. The net realizable value, or market value, is determined based on the estimate of sales prices of such inventory through off-price or discount store channels. The likelihood of any material inventory write-down is dependent primarily on the expectation of future consumer demand for our product. A misinterpretation or misunderstanding of future consumer demand for our product, the economy, or other failure to estimate correctly, in addition to abnormal weather patterns, could result in inventory valuation changes, compared to the valuation determined to be appropriate as of the balance sheet date.

Valuation of intangible assets and goodwill. Accounting Standards Codification ("ASC") Topic 350, "Intangible – Goodwill and Other", requires that goodwill and intangible assets with indefinite lives no longer be amortized, but rather be tested for impairment at least annually. This pronouncement also requires that intangible assets with finite lives be amortized over their respective lives to their estimated residual values, and reviewed for impairment in accordance with ASC Topic 360, "Property, Plant and Equipment" ("ASC Topic 360").

Indefinite-lived intangible assets and goodwill are assessed for impairment using either a qualitative or quantitative approach. We perform this annual assessment during our third quarter. Where we use the qualitative assessment, first we determine if, based on qualitative factors, it is more likely than not that an impairment exists. Factors considered include historical financial performance, macroeconomic and industry conditions and legal and regulatory environment. If the qualitative assessment indicates that it is more likely than not that an impairment exists, then a quantitative assessment is performed. The quantitative assessment requires an analysis of several estimates including future cash flows or income consistent with management's strategic business plans, annual sales growth rates and the selection of assumptions underlying a discount rate (weighted average cost of capital) based on market data available at the time.

In accordance with ASC Topic 360, long-lived assets, such as property, equipment, leasehold improvements and intangible assets subject to amortization, are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying

amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Litigation reserves. Estimated amounts for litigation claims that are probable and can be reasonably estimated are recorded as liabilities in our Consolidated Financial Statements. The likelihood of a material change in these estimated reserves would be dependent on new claims as they may arise and the favorable or unfavorable events of a particular litigation. As additional information becomes available, management will assess the potential liability related to the pending litigation and revise its estimates. Such revisions in management's estimates of a contingent liability could materially impact our results of operation and financial position.

Contingent payment liabilities. The Company has completed various acquisitions that require us to make contingent payments to the sellers based on the future financial performance of the acquired businesses over a period of from one to three years. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of the acquired business. Failure to correctly project the financial results of the acquired businesses could materially impact our results of operations and financial position.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

(\$ in thousands)

We do not engage in the trading of market risk sensitive instruments in the normal course of business. Our financing arrangements are subject to variable interest rates primarily based on the prime rate and LIBOR. An analysis of our collection agency agreement with Rosenthal can be found in the "Liquidity and Capital Resources" section under Part II, Item 7, and in Note C to the Consolidated Financial Statements included in this Annual Report on Form 10-K under the caption "Factor Receivable."

As of December 31, 2015, we held marketable securities valued at approximately \$120,889, which consisted primarily of corporate bonds and certificates of deposit. These securities are subject to interest rate risk and will decrease in value if interest rates increase. We currently have the ability to hold these securities until maturity.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this Item is incorporated herein by reference to the Consolidated Financial Statements listed in response to Item 15 of Part IV of this Annual Report on Form 10-K.

ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the fiscal year covered by this Annual Report on Form 10-K. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) were effective as of the end of the fiscal year covered by this Annual Report on Form 10-K.

Management's Annual Report on Internal Control Over Financial Reporting

Management of Steven Madden, Ltd. is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act).

Our internal control over financial reporting is a process designed by, or under the supervision of, our principal executive officer and principal financial officer, and effected by the board of directors, management, and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions

and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

With the participation of the Chief Executive Officer and the Chief Financial Officer, our management conducted an evaluation of the effectiveness, as of the end of our fiscal year ended December 31, 2015, of our internal control over financial reporting based on the framework and criteria established in the 2013 Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation our management has concluded that, as of December 31, 2015, our internal control over financial reporting was effective.

Our independent registered public accounting firm, EisnerAmper LLP, has audited the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting as of December 31, 2015. Their report appears in this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting, identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 of the Exchange Act, that occurred during the fiscal quarter ended December 31, 2015, which has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B OTHER INFORMATION

(a) On February 24, 2016, the Company issued a press release reporting its financial results for the fiscal quarter and fiscal year ended December 31, 2015, a copy of which is attached as Exhibit 99.01 to this Annual Report.

(b) At a meeting of the Board of Directors of the Company held on February 22, 2016, upon the recommendation of the Nominating/Corporate Governance Committee of the Board of Directors, the Board of Directors of the Company appointed Amelia Newton Varela, the President of the Company, to fill the vacancy on the Board of Directors created by the passing of Board member John Madden, such appointment to be effective immediately. No committee appointments for Ms. Varela have yet been made in connection with her appointment to the Board of Directors. Since September 2015, Ms. Varela has served as President of the Company. Prior to her appointment as President of the Company, Ms. Varela served as Executive Vice President – Wholesale of the Company. There is no arrangement or understanding between Ms. Varela and any other person pursuant to which she was selected as a director nor are there any disclosable arrangements under Item 404(a) of Regulation S-K.

PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required to be furnished pursuant to this Item will be set forth in our proxy statement for the 2016 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 11 EXECUTIVE COMPENSATION

The information required to be furnished pursuant to this Item will be set forth in our proxy statement for the 2016 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required to be furnished pursuant to this Item will be set forth in our proxy statement for the 2016 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required to be furnished pursuant to this Item will be set forth in our proxy statement for the 2016 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 14 PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required to be furnished pursuant to this Item will be set forth in our proxy statement for the 2016 Annual Meeting of Stockholders, and is incorporated herein by reference.

PART IV

ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Financial Statements Schedules
See Index to Consolidated Financial Statements included herein.

(b) Exhibits. See the exhibit index included herein.

SIGNATURES

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.

DATE: February 26, 2016

STEVEN MADDEN, LTD.

/s/ EDWARD R. ROSENFELD

Edward R. Rosenfeld

Chairman and Chief Executive Officer

/s/ ARVIND DHARIA

Arvind Dharia

Chief Financial Officer and Chief Accounting Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned constitutes and appoints Edward R. Rosenfeld and Arvind Dharia, and each of them, as attorneys-in-fact and agents, with full power of substitution and re-substitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact or substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/S/ EDWARD R. ROSENFELD</u> Edward R. Rosenfeld	Chairman, Chief Executive Officer and Director	February 26, 2016
<u>/S/ ARVIND DHARIA</u> Arvind Dharia	Chief Financial Officer and Chief Accounting Officer	February 26, 2016
<u>/S/ PETER MIGLIORINI</u> Peter Migliorini	Director	February 26, 2016
<u>/S/ RICHARD P. RANDALL</u> Richard P. Randall	Director	February 26, 2016
<u>/S/ RAVI SACHDEV</u> Ravi Sachdev	Director	February 26, 2016
<u>/S/ THOMAS H. SCHWARTZ</u> Thomas H. Schwartz	Director	February 26, 2016
<u>/S/ ROSE LYNCH</u> Rose Lynch	Director	February 26, 2016
<u>/S/ ROBERT SMITH</u> Robert Smith	Director	February 26, 2016

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Steven Madden, Ltd. and subsidiaries

We have audited the accompanying consolidated balance sheets of Steven Madden, Ltd. and subsidiaries (the "Company") as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2015. We also have audited the Company's internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting appearing under Item 9A of the Company's December 31, 2015 annual report on Form 10-K. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Steven Madden, Ltd. and subsidiaries as of December 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company has maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in the 2013 Internal Control-Integrated Framework issued by COSO.

/s/ EisnerAmper LLP

New York, New York
February 26, 2016

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Balance Sheets

(in thousands)

	December 31,	
	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 72,414	\$ 81,450
Accounts receivable, net of allowances of \$2,306 and \$880	43,173	32,102
Factor accounts receivable, net of allowances of \$21,756 and \$22,683	155,211	162,492
Inventories	102,080	92,677
Marketable securities – available for sale	32,424	31,198
Prepaid expenses and other current assets	20,641	17,131
Prepaid taxes	17,484	11,051
Deferred taxes	14,392	14,125
Total current assets	457,819	442,226
Notes receivable	1,158	1,878
Note receivable – related party	2,990	3,328
Property and equipment, net	72,010	68,905
Deposits and other	5,088	10,036
Marketable securities – available for sale	88,465	90,446
Goodwill – net	137,097	154,759
Intangibles – net	149,758	139,657
Total Assets	\$ 914,385	\$ 911,235
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 79,790	\$ 92,635
Accrued expenses	72,105	67,828
Contingent payment liability – current portion	16,763	11,455
Accrued incentive compensation	6,141	5,673
Total current liabilities	174,799	177,591
Contingent payment liability	8,012	27,178
Deferred rent	12,013	11,573
Deferred taxes	39,410	24,706
Other liabilities	1,488	658
Total Liabilities	235,722	241,706
Commitments, contingencies and other		
STOCKHOLDERS' EQUITY		
Preferred stock – \$.0001 par value, 5,000 shares authorized; none issued; Series A Junior Participating preferred stock – \$.0001 par value, 60 shares authorized; none issued	—	—
Common stock – \$.0001 par value, 135,000 shares authorized, 85,263 and 83,491 shares issued, 61,693 and 63,625 shares outstanding	6	6
Additional paid-in capital	325,548	275,039
Retained earnings	896,842	783,904
Accumulated other comprehensive loss	(31,413)	(12,752)
Treasury stock – 23,570 and 19,866 shares at cost	(512,579)	(376,942)
Total Steven Madden, Ltd. stockholders' equity	678,404	669,255
Non-controlling interests	259	274
Total stockholders' equity	678,663	669,529
Total Liabilities and Stockholders' Equity	\$ 914,385	\$ 911,235

See accompanying notes to consolidated financial statements

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Statements of Income

(in thousands, except per share data)

	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 1,405,239	\$ 1,334,951	\$ 1,314,223
Cost of sales	904,747	865,951	831,847
Gross profit	500,492	469,000	482,376
Commission and licensing fee income – net	16,647	13,723	15,632
Operating expenses	(342,446)	(315,081)	(295,223)
Impairment charges and provision for litigation	(3,045)	—	983
Income from operations	171,648	167,642	203,768
Interest income	2,660	3,285	4,228
Interest expense	(469)	(211)	(128)
Other (expense) income - net	(1,373)	677	1,083
Income before provision for income taxes	172,466	171,393	208,951
Provision for income taxes	58,811	58,764	75,666
Net income	113,655	112,629	133,285
Net income attributable to non-controlling interests	(717)	(749)	(1,278)
Net income attributable to Steven Madden, Ltd.	\$ 112,938	\$ 111,880	\$ 132,007
Basic net income per share	\$ 1.91	\$ 1.82	\$ 2.04
Diluted net income per share	\$ 1.85	\$ 1.76	\$ 1.98
Basic weighted average common shares outstanding	58,997	61,451	64,583
Effect of dilutive securities – options/restricted stock	2,145	2,225	2,253
Diluted weighted average common shares outstanding	61,142	63,676	66,836

See accompanying notes to consolidated financial statements

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
(in thousands)

	2015		
	Pre-tax amounts	Tax benefit/(expense)	After-tax amounts
Net income			\$ 113,655
Other comprehensive income (loss):			
Foreign currency translation adjustment	\$ (18,734)	\$ —	(18,734)
Gain or (loss) on cash flow hedging derivatives	1,962	(716)	1,246
Unrealized gain (loss) on marketable securities	(1,847)	674	(1,173)
Total other comprehensive income (loss)	\$ (18,619)	\$ (42)	(18,661)
Comprehensive income			94,994
Comprehensive income attributable to non-controlling interests			(717)
Comprehensive income attributable to Steven Madden, Ltd.			\$ 94,277

	2014		
	Pre-tax amounts	Tax benefit/(expense)	After-tax amounts
Net income			\$ 112,629
Other comprehensive income (loss):			
Foreign currency translation adjustment	\$ (6,238)	\$ —	(6,238)
Gain or (loss) on cash flow hedging derivatives	(2,081)	803	(1,278)
Unrealized gain (loss) on marketable securities	2,362	(921)	1,441
Total other comprehensive income (loss)	\$ (5,957)	\$ (118)	(6,075)
Comprehensive income			106,554
Comprehensive income attributable to non-controlling interests			(749)
Comprehensive income attributable to Steven Madden, Ltd.			\$ 105,805

	2013		
	Pre-tax amounts	Tax benefit/(expense)	After-tax amounts
Net income			\$ 133,285
Other comprehensive income (loss):			
Foreign currency translation adjustment	\$ (4,282)	\$ —	(4,282)
Gain or (loss) on cash flow hedging derivatives	(622)	252	(370)
Unrealized gain (loss) on marketable securities	(5,685)	2,217	(3,468)
Total other comprehensive income (loss)	\$ (10,589)	\$ 2,469	(8,120)
Comprehensive income			125,165
Comprehensive income attributable to non-controlling interests			(1,278)
Comprehensive income attributable to Steven Madden, Ltd.			\$ 123,887

See accompanying notes to consolidated financial statements

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity(in thousands)

	Common Stock		Additional Paid-in Capital	Retained Earnings
	Shares	Amount		
Balance - December 31, 2012	69,191	\$ 5	\$ 217,638	\$ 540,037
Share repurchases	(3,000)	—	—	—
Exercise of stock options	563	2	5,802	—
Tax benefit from stock based compensation	—	—	4,277	—
Issuance of restricted stock	582	—	—	—
Stock-based compensation	—	—	20,141	—
Foreign currency translation adjustment	—	—	—	—
Unrealized holding gain (loss) on securities (net of tax benefit of \$2,217)	—	—	—	—
Cash flow hedge (net of tax benefit of \$252)	—	—	—	—
Distributions to non-controlling interests, net	—	—	—	—
Net income	—	—	—	132,007
Balance - December 31, 2013	67,336	7	247,858	672,044
Share repurchases	(4,261)	(1)	—	—
Exercise of stock options	340	—	4,943	—
Tax benefit from stock based compensation	—	—	2,978	—
Issuance of restricted stock	210	—	—	—
Stock-based compensation	—	—	19,260	—
Foreign currency translation adjustment	—	—	—	—
Unrealized holding gain (loss) on securities (net of tax expense of \$921)	—	—	—	—
Cash flow hedge (net of tax benefit of \$803)	—	—	—	—
Distributions to non-controlling interests, net	—	—	—	—
Non-controlling investment in JV	—	—	—	(20)
Net income	—	—	—	111,880
Balance - December 31, 2014	63,625	6	275,039	783,904
Share repurchases	(3,704)	—	—	—
Exercise of stock options	1,460	—	21,301	—
Tax benefit from stock based compensation	—	—	10,510	—
Issuance of restricted stock	312	—	—	—
Stock-based compensation	—	—	18,698	—
Foreign currency translation adjustment	—	—	—	—
Unrealized holding gain (loss) on securities (net of tax benefit of \$674)	—	—	—	—
Cash flow hedge (net of tax expense of \$716)	—	—	—	—
Distributions to non-controlling interests, net	—	—	—	—
Non-controlling investment in JV	—	—	—	—
Net income	—	—	—	112,938
Balance - December 31, 2015	61,693	\$ 6	\$ 325,548	\$ 896,842

See accompanying notes to consolidated financial statements

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity (Continued)

(in thousands)

	Accumulated Other Comprehensive Gain (Loss)	Treasury Stock		Non-controlling interest	Total Stockholders' Equity
		Shares	Amount		
Balance - December 31, 2012	\$ 1,443	12,605	\$ (132,543)	\$ (180)	\$ 626,400
Share repurchases	—	3,000	(102,172)	—	(102,172)
Exercise of stock options	—	—	—	—	5,804
Tax benefit from stock based compensation	—	—	—	—	4,277
Issuance of restricted stock	—	—	—	—	—
Stock-based compensation	—	—	—	—	20,141
Foreign currency translation adjustment	(4,282)	—	—	—	(4,282)
Unrealized holding gain (loss) on securities (net of tax benefit of \$2,217)	(3,468)	—	—	—	(3,468)
Cash flow hedge (net of tax benefit of \$252)	(370)	—	—	—	(370)
Distributions to non-controlling interests, net	—	—	—	(775)	(775)
Net income	—	—	—	1,278	133,285
Balance - December 31, 2013	(6,677)	15,605	(234,715)	323	678,840
Share repurchases	—	4,261	(142,227)	—	(142,228)
Exercise of stock options	—	—	—	—	4,943
Tax benefit from stock based compensation	—	—	—	—	2,978
Issuance of restricted stock	—	—	—	—	—
Stock-based compensation	—	—	—	—	19,260
Foreign currency translation adjustment	(6,238)	—	—	—	(6,238)
Unrealized holding gain (loss) on securities (net of tax expense of \$921)	1,441	—	—	—	1,441
Cash flow hedge (net of tax benefit of \$803)	(1,278)	—	—	—	(1,278)
Distributions to non-controlling interests, net	—	—	—	(946)	(946)
Non-controlling investment in JV	—	—	—	148	128
Net income	—	—	—	749	112,629
Balance - December 31, 2014	(12,752)	19,866	(376,942)	274	669,529
Share repurchases	—	3,704	(135,637)	—	(135,637)
Exercise of stock options	—	—	—	—	21,301
Tax benefit from stock based compensation	—	—	—	—	10,510
Issuance of restricted stock	—	—	—	—	—
Stock-based compensation	—	—	—	—	18,698
Foreign currency translation adjustment	(18,734)	—	—	—	(18,734)
Unrealized holding gain (loss) on securities (net of tax benefit of \$674)	(1,173)	—	—	—	(1,173)
Cash flow hedge (net of tax expense of \$716)	1,246	—	—	—	1,246
Distributions to non-controlling interests, net	—	—	—	(732)	(732)
Non-controlling investment in JV	—	—	—	—	—
Net income	—	—	—	717	113,655
Balance - December 31, 2015	\$ (31,413)	23,570	\$ (512,579)	\$ 259	\$ 678,663

See accompanying notes to consolidated financial statements

STEVEN MADDEN, LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows

(in thousands)

	Year Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income	\$ 113,655	\$ 112,629	\$ 133,285
Adjustments to reconcile net income to net cash provided by operating activities:			
Stock-based compensation	18,698	19,260	20,141
Tax benefit from stock-based compensation	(10,510)	(2,978)	(4,277)
Depreciation and amortization	20,757	15,077	12,979
Loss on disposal of fixed assets	1,780	291	905
Impairment charges	3,045	—	—
Deferred taxes	5,894	2,875	7,106
Accrued interest on note receivable – related party	(71)	(156)	—
Deferred rent expense and other liabilities	440	2,769	1,914
Realized gain (loss) on sale of marketable securities	67	677	(1,083)
Change in fair value of contingent liability	(5,576)	(2,139)	—
Changes, net of acquisitions, in:			
Accounts receivable	(11,071)	(144)	33,672
Factor accounts receivable	7,281	3,734	(51,394)
Notes receivable - related party	409	409	—
Inventories	(9,403)	(1,841)	(10,013)
Prepaid expenses, prepaid taxes, deposits and other	4,784	(294)	(8,484)
Accounts payable and accrued expenses	(8,643)	3,777	20,837
Accrued incentive compensation	468	(1,910)	(135)
Other liabilities	2,716	(61)	—
Net cash provided by operating activities	134,720	151,975	155,453
Cash flows from investing activities:			
Capital expenditures	(19,459)	(18,341)	(20,746)
Purchases of marketable securities	(48,891)	(137,348)	(63,310)
Repayment of notes receivable	466	893	—
Maturity/sale of marketable securities	43,353	128,663	43,675
Acquisitions, net of cash acquired	(9,129)	(81,885)	—
Net cash used in investing activities	(33,660)	(108,018)	(40,381)
Cash flows from financing activities:			
Proceeds from exercise of stock options	21,301	4,943	5,802
Tax benefit from the exercise of options	10,510	2,978	4,277
Payment of contingent liability	(6,270)	(8,475)	(11,481)
Common stock purchased for treasury	(135,637)	(142,228)	(102,172)
Net cash used by financing activities	(110,096)	(142,782)	(103,574)
Net (decrease) increase in cash and cash equivalents	(9,036)	(98,825)	11,498
Cash and cash equivalents – beginning of year	81,450	180,275	168,777
Cash and cash equivalents – end of year	\$ 72,414	\$ 81,450	\$ 180,275
Supplemental disclosures of cash flow information:			
Cash paid during the year for:			
Interest	\$ 469	\$ 211	\$ 128
Income taxes	\$ 39,424	\$ 49,829	\$ 57,147

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies

[1] Organization:

Steven Madden, Ltd. a Delaware corporation, and its subsidiaries, design, source, market and sell name brand and private label women's, men's and children's shoes, worldwide through its wholesale and retail channels under the Steve Madden Women's, Steve Madden Men's, Madden, Madden Girl, Steven, FREEBIRD by Steven, Superga (under license), Dolce Vita and Betsey Johnson brand names and through its wholesale channels under the Stevies, Report, B Brian Atwood and Blondo brand names. In addition, the Company designs, sources, markets and sells name brand and private label handbags and accessories to customers worldwide through its Wholesale Accessories segment, including the Big Buddha, Betsey Johnson, Madden Girl, Betseyville, Cejon, Steve Madden, Steven by Steve Madden, Luv Betsey and B Brian Atwood accessories brands. Revenue is generated predominantly through the sale of the Company's brand name and private label merchandise and certain licensed products. At December 31, 2015 and 2014, the Company operated 169 (including four e-commerce websites) and 160 (including four e-commerce websites) retail stores, respectively. Revenue is subject to seasonal fluctuations. See Note P for operating segment information.

[2] Principles of consolidation:

The Consolidated Financial Statements include the accounts of Steven Madden, Ltd. and its wholly-owned subsidiaries Steven Madden Retail, Inc., Diva Acquisition Corp., Diva International, Inc., Madden Direct, Inc., Adesso Madden, Inc., Stevies, Inc., Daniel M. Friedman and Associates, Inc., Big Buddha, Inc., the Topline Corporation, Cejon, Inc., SML Holdings S.a.r.l., SML Canada Acquisition Corp., Madden International Ltd., DMF International Ltd., Asean Corporation Ltd., Dolce Vita Holdings, Inc., Trendy Imports S.A de C.V., Comercial Diecesiette S.A. de C.V., Maximus Designer Shoes S.A. de C.V., BA Brand Holdings LLC and BAI Holding, LLC (collectively the "Company"). The accounts of Mad Love LLC, a joint venture in which the Company is the majority owner, Dexascope Proprietary Ltd., a joint venture in South Africa in which the Company is the majority owner, and BA Brand Holdings LLC, a joint venture in which the Company is the majority owner, are included in the Consolidated Financial Statements with the other members' interests reflected in "Net (income) loss attributable to non-controlling interests" in the Consolidated Statements of Income and "Non-controlling interests" in the Consolidated Balance Sheets. All significant intercompany balances and transactions have been eliminated. Certain adjustments were made to prior years' amounts to conform to the 2015 presentation.

[3] Use of Estimates:

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Significant areas involving management estimates include allowances for bad debts, returns and customer chargebacks, inventory valuation, valuation of intangible assets, litigation reserves and contingent payment liabilities. The Company provides reserves on trade accounts receivables and factor receivables for future customer chargebacks and markdown allowances, discounts, returns and other miscellaneous compliance-related deductions that relate to the current period sales. The Company evaluates anticipated chargebacks by reviewing several performance indicators of its major customers. These performance indicators, which include retailers' inventory levels, sell-through rates and gross margin levels, are analyzed by management to estimate the amount of the anticipated customer allowance.

[4] Cash equivalents:

Cash equivalents at December 31, 2015 and 2014 amounted to approximately \$2,242 and \$2,280, respectively, and consisted of money market accounts held primarily at three brokerage companies. The Company considers all highly liquid instruments with an original maturity of three months or less when purchased to be cash equivalents.

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies (continued)

[5] Marketable securities:

Marketable securities consist primarily of certificates of deposit and corporate bonds with maturities greater than three months and up to ten years at the time of purchase as well as marketable equity securities. These securities, which are classified as available-for-sale, are carried at fair value, with unrealized gains and losses, net of any tax effect, reported in stockholders' equity as accumulated other comprehensive income (loss). These securities are classified as current and non-current marketable securities based upon their maturities. Amortization of premiums and discounts is included in interest income. For the years ended December 31, 2015 and 2014, the amortization of bond premiums totaled \$1,375 and \$558, respectively. The values of these securities may fluctuate as a result of changes in market interest rates and credit risk. The schedule of maturities at December 31, 2015 and 2014 are as follows:

	Maturities as of December 31, 2015		Maturities as of December 31, 2014	
	1 Year or Less	1 to 10 Years	1 Year or Less	1 to 10 Years
Corporate bonds	\$ 11,240	\$ 88,465	\$ 11,363	\$ 90,446
Certificates of deposit	21,184	—	19,835	—
Total	<u>\$ 32,424</u>	<u>\$ 88,465</u>	<u>\$ 31,198</u>	<u>\$ 90,446</u>

For the year ended December 31, 2015, gains of \$67 were reclassified from Accumulated Other Comprehensive Income and recognized in the Consolidated Statements of Income in Other Income as compared to gains of \$677 for the year ended December 31, 2014. For the year ended December 31, 2015, current marketable securities included unrealized losses of \$530 and long-term marketable securities included unrealized gains of \$52 and unrealized losses of \$1,133. For the year ended December 31, 2014 current marketable securities included unrealized gains of \$1 and unrealized losses of \$145, and long-term marketable securities included unrealized gains of \$11 and unrealized losses of \$589.

[6] Inventories:

Inventories, which consist of finished goods on hand and in transit, are stated at the lower of cost (first-in, first-out method) or market.

[7] Property and equipment:

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed utilizing the straight-line method based on estimated useful lives ranging from three to ten years. Leasehold improvements are amortized utilizing the straight-line method over the shorter of their estimated useful lives or the remaining lease term. Impairment losses are recognized for long-lived assets, including definite-lived intangibles, used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are not sufficient to recover the assets' carrying amount. Impairment losses are measured by comparing the fair value of the assets to their carrying amount.

[8] Goodwill and intangible assets:

The Company's goodwill and indefinite lived intangible assets are not amortized, rather they are tested for impairment on an annual basis, or more often if events or circumstances change that could cause these assets to become impaired. During the first quarter of 2015, the Company recognized an impairment charge of \$3,045 related to the Wild Pair trademark. The impairment was triggered by a loss of future anticipated cash flows. The Company completed its annual impairment tests on goodwill and its remaining intangible assets during the third quarter of 2015 and no other impairments were recognized. Goodwill and indefinite-lived intangible assets are assessed for impairment using either a qualitative or quantitative approach. Where we use the qualitative assessment, first we determine if, based on qualitative factors, it is more likely than not that an impairment exists. Factors considered include historical financial performance, macroeconomic and industry conditions and legal and regulatory environment. If the qualitative assessment

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies (continued)

indicates that it is more likely than not that an impairment exists, then a quantitative assessment is performed. The quantitative assessment requires an analysis of several estimates including future cash flows or income consistent with management's strategic business plans, annual sales growth rates and the selection of assumptions underlying a discount rate (weighted average cost of capital) based on market data available at the time. The Company amortizes its intangible assets with definite useful lives over their estimated useful lives and reviews these assets for impairment. The Company is currently amortizing its acquired intangible assets with definite useful lives over periods typically from two to ten years using the straight-line method.

[9] Net Income Per Share of Common Stock:

Basic net income per share is based on the weighted average number of shares of common stock outstanding during the period, which does not include unvested restricted common stock subject to forfeiture. Diluted net income per share reflects: a) the potential dilution assuming shares of common stock were issued upon the exercise of outstanding in-the-money options and the proceeds thereof were used to purchase shares of the Company's common stock at the average market price during the period, and b) the vesting of granted nonvested restricted stock awards for which the assumed proceeds upon vesting are deemed to be the amount of compensation cost not yet recognized attributable to future services using the treasury stock method, to the extent dilutive. For the years ended December 31, 2015, 2014 and 2013, options to purchase approximately 26,000, 290,000 and 15,000 shares of common stock, respectively, have been excluded in the calculation of diluted income per share as the result would have been anti-dilutive. For the years ended December 31, 2015, 2014 and 2013, all unvested restricted stock awards were dilutive.

[10] Comprehensive Income:

Comprehensive income is the total of net earnings and all other non-owner changes in equity. Comprehensive income for the Company includes net income, foreign currency translation adjustments, cash flow hedging and unrealized gains and losses on marketable securities. The accumulated balances for each component of other comprehensive loss attributable to the Company are as follows:

	2015	2014
Currency translation adjustment	\$ (29,487)	\$ (10,753)
Cash flow hedges, net of tax	(315)	(1,561)
Unrealized loss on securities, net of tax	(1,611)	(438)
Accumulated other comprehensive loss	<u>\$ (31,413)</u>	<u>\$ (12,752)</u>

[11] Advertising costs:

The Company expenses costs of print, radio and billboard advertisements as incurred. Advertising expense included in operating expenses amounted to approximately \$14,892 in 2015, \$13,872 in 2014 and \$11,529 in 2013.

[12] Revenue Recognition:

The Company recognizes revenue on wholesale sales when (i) products are shipped pursuant to its standard terms, which are freight on board ("FOB") Company warehouse, or when products are delivered to the consolidators, or any other destination, as per the terms of the customers' purchase order, (ii) persuasive evidence of an arrangement exists, (iii) the price is fixed and determinable and (iv) collection is reasonably assured. Sales reductions on wholesale sales for anticipated discounts, allowances and other deductions are recognized during the period when sales are recorded. With the exception of our cold weather accessories and Blondo businesses, normally we do not accept returns from our wholesale customers unless there are product quality issues, which we charge back to the vendors at cost. Sales of cold weather accessories

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies (continued)

and Blondo products to wholesale customers are recorded net of returns, which are estimated based on historical experience. Such amounts have historically not been material.

Retail sales are recognized when the payment is received from customers and are recorded net of estimated returns. The Company generates commission income acting as a buying agent by arranging to manufacture private label shoes to the specifications of its customers. The Company's commission revenue also includes fees charged for its design, product and development services provided to certain suppliers in connection with the Company's private label business. Commission revenue and product and development fees are recognized as earned when title to the product transfers from

the manufacturer to the customer and collections are reasonably assured and are reported on a net basis after deducting related operating expenses.

The Company licenses its Steve Madden®, Steven by Steve Madden® and Madden Girl® trademarks for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage, and men's leather accessories. In addition, the Company licenses the Betsey Johnson®, Betseyville® and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas, and household goods. The license agreements require the licensee to pay the Company a royalty and, in substantially all of the agreements, an advertising fee based on the higher of a minimum or a net sales percentage as defined in the various agreements. In addition, under the terms of retail selling agreements, most of the Company's international distributors are required to pay the Company a royalty based on a percentage of net sales, in addition to a commission and a design fee on the purchases of the Company's products. Licensing revenue is recognized on the basis of net sales reported by the licensees, or the minimum guaranteed royalties, if higher.

In substantially all of the Company's license agreements, the minimum guaranteed royalty is earned and receivable on a quarterly basis.

[13] Taxes Collected From Customers:

The Company accounts for certain taxes collected from its customers in accordance with the accounting guidance which permits companies to adopt a policy of presenting taxes in the income statement on either a gross basis (included in revenues and costs) or a net basis (excluded from revenues). Taxes within the scope of this accounting guidance would include taxes that are imposed on a revenue transaction between a seller and a customer, for example, sales taxes, use taxes, value-added taxes and some types of excise taxes. The Company has consistently recorded all taxes on a net basis.

[14] Sales Deductions:

The Company supports retailers' initiatives to maximize sales of the Company's products on the retail floor by subsidizing the co-op advertising programs of such retailers, providing them with inventory markdown allowances and participating in various other marketing initiatives of its major customers. In addition, the Company accepts returns for damaged products for which the Company's costs are normally charged back to the responsible third-party factory. Such expenses are reflected in the consolidated financial statements as deductions to arrive at net sales.

[15] Cost of Sales:

All costs incurred to bring finished products to the Company's distribution center or to the customers' freight forwarder and, in the Retail segment, the costs to bring products to the Company's stores, are included in the cost of sales line on the Consolidated Statements of Income. These include the cost of finished products, purchase commissions, letter of credit fees, brokerage fees, sample expenses, custom duty, inbound freight, royalty payments on licensed products, labels and product packaging. All warehouse and distribution costs related to the Wholesale segments and freight to customers, if any, are included in the operating expenses line item of the Company's Consolidated Statements of Income. The Company's gross margins may not be comparable to those of other companies in the industry because some companies

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies (continued)

may include warehouse and distribution costs, as well as other costs excluded from cost of sales by the Company, as a component of cost of sales, while other companies report on the same basis as the Company and include them in operating expenses.

[16] Warehouse and shipping costs:

The Company includes all warehouse and shipping costs for the Wholesale segment in the Operating Expenses line on the Consolidated Statements of Income. For the years ended December 31, 2015, 2014 and 2013, the total warehouse and distribution costs included in Operating Expenses were \$24,176, \$21,030 and \$20,134 respectively. Since the Company's standard terms of sales are "FOB Steve Madden warehouse," the Company's wholesale customers absorb most shipping costs. Shipping costs to wholesale customers incurred by the Company are not considered significant and are included in the Operating Expense line in the Consolidated Statements of Income.

[17] Employee benefit plan:

The Company maintains a tax-qualified 401(k) plan which is available to each of the Company's eligible employees who elect to participate after meeting certain length-of-service requirements. The Company made discretionary matching contributions of 50% of employees' contributions up to a maximum of 6% of employees' compensation which vest to the employees over a period of time. Total matching contributions to the plan for 2015, 2014 and 2013 were approximately \$1,602, \$1,450 and \$1,315, respectively.

[18] Derivative Instruments:

The Company uses derivative instruments to manage its exposure to cash-flow variability from foreign currency risk. Derivatives are carried on the balance sheet at fair value and included in prepaid expenses and other current assets or accrued expenses. The Company applies cash flow hedge accounting for its derivative instruments. Net derivative gains and losses attributable to derivatives subject to cash flow hedge accounting reside in accumulated other comprehensive income (loss) and will be reclassified to earnings in future periods as the economic transactions to which the derivatives relate affect earnings. See Note L - Derivative Instruments.

[19] Income Taxes:

The provision for income taxes is computed using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. See Note N - Income Taxes.

[20] Share-based Compensation:

The Company recognizes expense related to share-based payment transactions in which it receives employee services in exchange for equity instruments of the Company. Share-based compensation cost for restricted stock units ("RSUs") is measured based on the closing fair market value of the Company's common stock on the date of grant. Share-based compensation cost for stock options is measured at the grant date, based on the fair-value as calculated by the Black-Scholes-Merton ("BSM") option-pricing model. The BSM option-pricing model incorporates various assumptions

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(\$ in thousands, except share and per share data)

Note A – Summary of Significant Accounting Policies (continued)

including expected volatility, estimated expected life and interest rates. The Company recognizes share-based compensation cost over the award's requisite service period. The Company recognizes a benefit from share-based compensation in the Consolidated Statements of Stockholders' Equity if an incremental tax benefit is realized. See Note I - Stock Based Compensation.

Note B – Acquisitions

Blondo

On January 23, 2015 the Company acquired the trademarks and other intellectual property and related assets of Blondo, a fashion-oriented footwear brand specializing in waterproof leather boots, from Regence Footwear Inc. and 3074153 Canada Inc. for a purchase price of approximately \$9,129. The purchase price has been initially allocated as follows:

Inventory	\$	233
Other liabilities		(308)
Trademarks		7,196
Total fair value excluding goodwill		7,121
Goodwill		2,008
Net assets acquired	\$	9,129

SM Mexico

On December 30, 2014, the Company purchased all of the outstanding capital stock of Trendy Imports S.A. de C.V., Comercial Diecisiete S.A. de C.V., and Maximus Designer Shoes S.A. de C.V. (together, "SM Mexico"). SM Mexico is a division of Grupo Dicanco, which has been the exclusive distributor of the Company's products in Mexico since 2005. The total purchase price for the acquisition was approximately \$22,959. The total purchase price includes a cash payment at closing of \$15,336, plus potential earn-out payments based on the achievement of certain earnings targets for each of the twelve month periods ending December 31, 2015 and 2016. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of SM Mexico during the earn-out period. At December 31, 2015, the Company estimated the fair value of the contingent consideration to be \$6,490.

The transaction was accounted for using the acquisition method required by GAAP. Accordingly, the assets and liabilities of SM Mexico were recorded at their fair values, and the excess of the purchase price over the fair value of the assets acquired and liabilities assumed, including identified intangible assets, was recorded as goodwill. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, which are subject to change. During the fourth quarter of 2015 and prior to December 30, 2015, the Company finalized the allocation of the purchase price for SM Mexico. The final allocation of the purchase price is as follows:

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(\$ in thousands, except share and per share data)

Note B – Acquisitions (continued)

Accounts Receivable	\$	418
Inventory		3,371
Fixed assets		1,338
Other assets		973
Re-acquired rights		4,200
Customer relations		1,900
Accounts payable		(3,680)
Deposits & other		(568)
Total fair value excluding goodwill		7,952
Goodwill		15,007
Net assets acquired	\$	22,959

Contingent consideration classified as a liability will be remeasured at fair value at each reporting date, until the contingency is resolved, with changes recognized in earnings. The goodwill related to this transaction is expected to be deductible for tax purposes over 15 years.

Dolce Vita

On August 13, 2014, the Company purchased all of the outstanding capital stock of Dolce Vita Holdings, Inc. (“Dolce Vita”). The total purchase price for the acquisition was approximately \$62,146 which included a cash payment at closing of \$56,872 plus potential earn-out payments based on achievement of certain earnings targets for each of the twelve month periods ending on September 30, 2015 and 2016 provided that the aggregate minimum earn-out payment for such two year earn-out period shall be no less than \$5,000. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of Dolce Vita during the earn-out period. At December 31, 2015, the Company estimated the fair value of the contingent consideration to be \$3,646.

The transaction was accounted for using the acquisition method required by GAAP. Accordingly, the assets and liabilities of Dolce Vita were recorded at their fair values, and the excess of the purchase price over the fair value of the assets acquired and liabilities assumed, including identified intangible assets, was recorded as goodwill. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management's estimates and assumptions, which are subject to change. During the third quarter of 2015 and prior to August 13, 2015, the Company finalized the allocation of the purchase price for Dolce Vita. The final allocation of the purchase price is as follows:

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note B – Acquisitions (continued)

Cash	\$	1,481
Accounts receivable		11,872
Inventory		11,498
Fixed assets		2,019
Trade name		12,200
Customer relations		12,270
Prepaid and other assets		1,289
Accounts payable		(13,569)
Accrued expenses		(2,500)
Other liabilities		(1,355)
Total fair value excluding goodwill		35,205
Goodwill		26,941
Net assets acquired	\$	62,146

Contingent consideration classified as a liability will be remeasured at fair value at each reporting date, until the contingency is resolved, with changes recognized in earnings. The goodwill related to this transaction is expected to be deductible for tax purposes over 15 years.

The unaudited pro forma consolidated revenues and earnings relating to the Dolce Vita, SM Mexico and Blondo acquisitions for the years ended December 31, 2015 and 2014 have not been presented as it is impracticable to provide due to lack of information from the sellers.

Brian Atwood

In March 2014, the Company, acting through a newly-formed subsidiary BA Brand Holdings LLC (“BA Brands”), purchased the intellectual property and related assets of Brian Atwood® from Brian Atwood IP Company LLC, for a purchase price of approximately \$6,750. The Company owns 80% of BA Brands. The acquired intellectual property portfolio includes the Brian Atwood® designer brand and the B Brian Atwood® contemporary brand. In connection with the acquisition, the Company has licensed the Brian Atwood® designer brand to Brian K. Atwood (“Atwood”), who has full operational and creative control in the design, production and distribution of the designer brand. The Company manages the B Brian Atwood® brand and collaborates with Atwood on the design, production, marketing and distribution of B Brian Atwood® brand footwear and handbags.

The purchase price for the acquired assets has primarily been allocated to the trademarks and to the Company's preferred interest in BAI Holding, LLC., which controls the operating company that will sell the Brian Atwood® designer brand.

Note C – Factor Receivable

The Company has a collection agency agreement with Rosenthal & Rosenthal, Inc. (“Rosenthal”) that became effective on September 15, 2009. The agreement can be terminated by the Company or Rosenthal at any time upon 60 days prior written notice. Under the agreement, the Company can request advances from Rosenthal in amounts of up to 85% of aggregate receivables submitted to Rosenthal. The agreement provides the Company with a \$30,000 credit facility with a \$15,000 sub-limit for letters of credit at an interest rate based, at the Company’s election, upon a calculation that utilizes either the prime rate minus 0.5% or LIBOR plus 2.5%. As of December 31, 2015, no borrowings or letters of credit were outstanding. The Company also pays Rosenthal a fee based on a percentage of the gross invoice amount submitted to Rosenthal, which was 0.25% of the gross invoice amount and on December 8, 2014, the fee was reduced to 0.20% of the gross invoice amount effective January 1, 2015. With respect to receivables related to the Company's private label business, the fee is 0.14% of the gross invoice amount. Rosenthal assumes the credit risk on a substantial portion of the receivables that the Company submits to it and, to the extent of any loans made to the Company, Rosenthal maintains a lien on all of the Company’s receivables to secure the Company’s obligations. Rosenthal

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note C – Factor Receivable (continued)

services the collection of the Company's accounts receivable. Funds collected by Rosenthal are applied against advances owed to Rosenthal (if any), and the balance is due and payable to the Company, net of any fees. The allowance against "factor receivables" is a projected provision based on certain formulas and prior approvals for markdowns, allowances, discounts, advertising and other deductions that customers may deduct against their payments.

Note D – Notes Receivable

As of December 31, 2015 and 2014, Notes Receivable were comprised of the following:

	December 31, 2015	December 31, 2014
Due from seller of SM Canada (see below)	\$ 1,158	\$ 1,878

On February 21, 2012, the Company purchased all of the assets of Steve Madden Canada Inc., Steve Madden Retail Canada Inc., Pasa Agency Inc. and Gelati Imports Inc. (collectively, "SM Canada"), the Company's sole distributor in Canada since 1994, comprising SM Canada's footwear, handbags and accessories wholesale and retail businesses. The transaction was completed for cash consideration of approximately \$26,686, net of a working capital adjustment of \$2,681, plus potential earn-out payments of up to a maximum of \$38,000 Canadian dollars (which converted to approximately \$37,327 U.S. dollars at the time of acquisition), in the aggregate, based on achievement of certain earnings targets for each of the 12-month periods ending on March 31, 2013 through 2017, inclusive. In connection with the acquisition, the Company provided an interest free loan to the seller of SM Canada in the principal amount of \$3,107 Canadian dollars (\$3,171 in U.S. dollars) pursuant to a promissory note. The note is payable in five annual installments due on the dates the five annual earn-out payments are paid. The first payment of principal was made in January 2014, the second payment was made during the fourth quarter of 2014 and the third payment was made during the second quarter of 2015. The decrease in the balance of the note receivable at December 31, 2015 is due to principal payments of \$466 and \$254 in foreign currency translation. To the extent the contingent consideration related to the earn-out is not achieved, the repayment terms of the note may result in less than the entire principal amount of the loan being paid. In such event, the unpaid principal amount of the note will be forgiven. The note was recorded net of the imputed interest, which will be amortized to income over the term of the note.

Note E – Note Receivable – Related Party

On June 25, 2007, the Company made a loan to Steve Madden, its Creative and Design Chief and a principal stockholder of the Company, in the amount of \$3,000 in order for Mr. Madden to satisfy a personal tax obligation resulting from the exercise of stock options that were due to expire and to retain the underlying Company common stock, which common stock he pledged to the Company as collateral to secure the loan. Mr. Madden executed a secured promissory note in favor of the Company bearing interest at an annual rate of 8%, which was due on the earlier of the date Mr. Madden ceases to be employed by the Company or December 31, 2007. The note was amended and restated as of December 19, 2007 to extend the maturity date to March 31, 2009, and amended and restated again as of April 1, 2009 to change the interest rate to 6% and the maturity date to June 30, 2015 at which time all principal and accrued interest would become due. On January 3, 2012, in connection with an amendment of Mr. Madden's employment contract, the note was again amended and restated (the "Third Amended and Restated Note") to extend the maturity date to December 31, 2023 and eliminate the accrual of interest after December 31, 2011. In addition, the Third Amended and Restated Note provides that, commencing on December 31, 2014, and annually on each December 31 thereafter through the maturity date, one-tenth of the principal amount thereof, together with accrued interest, will be cancelled by the Company, provided that Mr. Madden continues to be employed by the Company on each such December 31. As of December 31, 2011, \$1,090 of interest has accrued on the principal amount of the loan related to the period prior to the elimination of the accrual of interest and has been reflected on the Company's Consolidated Financial Statements. Due to the three-for-two stock split of the Company's common stock effected on May 3, 2010, the number of shares of the Company's common stock securing the loan increased from 510,000 shares to 765,000 shares. Based upon the increase in the market value of the Company's common stock since the inception of the loan, on July 12, 2010, the Company released from its security interest 555,000 shares of the Company's common stock, retaining 210,000 shares with a total market value on that date of \$6,798, as collateral for the loan. Additionally, pursuant to the three-for-two stock split of the Company's common stock effected on May 31, 2011, the number of shares of the Company's

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note E – Note Receivable – Related Party (continued)

common stock securing the repayment of the loan increased from 210,000 shares to 315,000 shares and pursuant to the three-for-two stock split of the Company's common stock effected on October 1, 2013, the number of shares of the Company's common stock securing the repayment of the loan has increased from 315,000 shares to 472,500 shares. On December 31, 2015, the total market value of these shares was \$14,279. Pursuant to the elimination of further interest accumulation under the Third Amended and Restated Note, the outstanding principal amount of the loan and the accrued interest as of December 31, 2015 and 2014 has been discounted to reflect imputed interest, which will be amortized over the remaining life of the loan. On December 31, 2015 and 2014, the Company also recorded a charge in the amount of \$409 and \$409, respectively, to write-off the required one-tenth of the principal amount of the Third Amended and Restated Note, which was partially offset by accrued imputed interest of \$71 and \$156, respectively.

Note F – Fair Value Measurement

The accounting guidance under Accounting Standards Codification “Fair Value Measurements and Disclosures” (“ASC 820-10”) provides guidance for disclosures about the fair value of certain of its assets and liabilities. ASC 820-10 clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. ASC 820-10 utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. A brief description of those three levels is as follows:

- Level 1: Observable inputs such as quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Level 3: Significant unobservable inputs.

The Company's financial assets and liabilities, subject to fair value measurements, as of December 31, 2015 and 2014 are as follows:

		December 31, 2015		
		Fair Value Measurements Using Fair Value Hierarchy		
	Fair value	Level 1	Level 2	Level 3
Assets:				
Cash equivalents	\$ 2,242	\$ 2,242	\$ —	\$ —
Current marketable securities – available for sale	32,424	32,424	—	—
Note receivable – related party	2,990	—	—	2,990
Note receivable – Seller of SM Canada	1,158	—	—	1,158
Long-term marketable securities – available for sale	88,465	88,465	—	—
Total assets	\$ 127,279	\$ 123,131	\$ —	\$ 4,148
Liabilities:				
Contingent consideration	\$ 24,775	\$ —	\$ —	\$ 24,775
Total liabilities	\$ 24,775	\$ —	\$ —	\$ 24,775

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note F – Fair Value Measurement (continued)

		December 31, 2014		
		Fair Value Measurements Using Fair Value Hierarchy		
	Fair value	Level 1	Level 2	Level 3
Assets:				
Cash equivalents	\$ 2,280	\$ 2,280	\$ —	\$ —
Current marketable securities – available for sale	31,198	31,198	—	—
Note receivable – related party	3,328	—	—	3,328
Note receivable – SM Canada	1,878	—	—	1,878
Long-term marketable securities – available for sale	90,446	90,446	—	—
Total assets	<u>\$ 129,130</u>	<u>\$ 123,924</u>	<u>\$ —</u>	<u>\$ 5,206</u>
Liabilities:				
Forward contracts	\$ 2,334	\$ —	\$ 2,334	\$ —
Contingent consideration	38,633	—	—	38,633
Total liabilities	<u>\$ 40,967</u>	<u>\$ —</u>	<u>\$ 2,334</u>	<u>\$ 38,633</u>

The majority of our level 3 balances consist of contingent consideration related to various acquisitions and certain notes receivables. The changes in our level 3 assets and liabilities for the years ended December 31, 2015 and 2014 are as follows:

	Balance at January 1,	Payments	Accrued Interest	Acquisitions	Change in estimate	Foreign Currency Translation	Balance at December 31,
2015							
Assets:							
Note receivable – related party	\$ 3,328	(409)	71				\$ 2,990
Note receivable – SM Canada	\$ 1,878	(466)				(254)	\$ 1,158
Liabilities:							
Contingent consideration	\$ 38,633	(6,270)			(5,576)	(2,012)	\$ 24,775
2014							
Assets:							
Note receivable – related party	\$ 3,581	(409)	156				\$ 3,328
Note receivable – SM Canada	\$ 3,171	(893)				(400)	\$ 1,878
Liabilities:							
Contingent consideration	\$ 34,795	(8,475)		14,452	(2,139)		\$ 38,633

Forward contracts are entered into to manage the risk associated with the volatility of future cash flows denominated in Mexican pesos. Fair value of these instruments are based on observable market transactions of spot and forward rates.

For the note receivable due from related party (see Note E) and due from the sellers of SM Canada (see Note D), the carrying value was determined to be the fair value, based upon their actual interest rates, which approximate current market interest rates.

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note F – Fair Value Measurement (continued)

The Company has recorded a liability for potential contingent consideration in connection with the December 30, 2014 acquisition of SM Mexico (see Note B). Pursuant to the terms of an earn-out agreement between the Company and the seller of SM Mexico, earn-out payments will be due annually to the seller of SM Mexico based on the financial performance of SM Mexico for each of the twelve-month periods ending on December 31, 2015 and 2016, inclusive. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of SM Mexico during the earn-out period.

The Company has recorded a liability for potential contingent consideration in connection with the August 13, 2014 acquisition of Dolce Vita (see Note B). Pursuant to the terms of an earn-out agreement between the Company and the seller of Dolce Vita, earn-out payments will be due annually to the seller of Dolce Vita based on the financial performance of Dolce Vita for each of the twelve-month periods ending on September 30, 2015 and 2016, inclusive, provided that the aggregate minimum earn-out payment shall be no less than \$5,000. The earn-out payment of \$1,019 for the period ended September 30, 2015 was paid in the fourth quarter of 2015. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of Dolce Vita during the earn-out period.

The Company has recorded a liability for potential contingent consideration in connection with the February 21, 2012 acquisition of SM Canada. Pursuant to the terms of an earn-out agreement between the Company and the seller of SM Canada, earn-out payments will be due annually to the seller of SM Canada based on the financial performance of SM Canada for each of the 12-month periods ending on March 31, 2013 through 2017, inclusive. The earn-out payment of \$2,894 for the period ended March 31, 2015 was paid in the second quarter of 2015. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of SM Canada during the earn-out period.

The Company has recorded a liability for potential contingent consideration in connection with the May 25, 2011 acquisition of Cejon. Pursuant to the terms of an earn-out agreement between the Company and the sellers of Cejon, earn-out payments will be made annually to the sellers of Cejon, based on the financial performance of Cejon for each of the twelve-month periods ending on June 30, 2012 through 2016, inclusive. The earn-out payment of \$2,357 for the period ended June 30, 2015 was paid in the fourth quarter of 2015. The fair value of the contingent payments was estimated using the present value of management's projections of the financial results of Cejon during the earn-out period.

Accounting guidance permits entities to choose to measure financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The accounting guidance also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that chose different measurement attributes for similar assets and liabilities. The Company has elected not to measure any eligible items at fair value.

The carrying value of certain financial instruments such as accounts receivable, factor accounts receivable and accounts payable approximates their fair values due to the short-term nature of their underlying terms. The fair values of investment in marketable securities available for sale are determined by reference to publicly quoted prices in an active market. Fair value of the notes receivable held by the Company approximates their carrying value based upon their imputed or actual interest rate, which approximates applicable current market interest rates.

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Note G - Property and Equipment

The major classes of assets and total accumulated depreciation and amortization are as follows:

	Average Useful Life	December 31,	
		2015	2014
Land and building		\$ 767	\$ 767
Leasehold improvements		76,844	71,267
Machinery and equipment	10 years	8,557	8,071
Furniture and fixtures	5 years	7,769	7,257
Computer equipment and software	3 to 5 years	50,861	45,177
		144,798	132,539
Less accumulated depreciation and amortization		(72,788)	(63,634)
Property and equipment - net		\$ 72,010	\$ 68,905

Depreciation and amortization expense related to property and equipment included in operating expenses amounted to approximately \$13,237 in 2015, \$11,139 in 2014 and \$8,858 in 2013.

Note H – Goodwill and Intangible Assets

The following is a summary of the carrying amount of goodwill by segment as of December 31, 2015 and 2014:

	Wholesale		Retail	Net Carrying Amount
	Footwear	Accessories		
Balance at January 1, 2014	\$ 37,591	\$ 49,324	\$ 9,217	\$ 96,132
Acquisition of Dolce Vita	39,211	—	—	39,211
Acquisition of SM Mexico	10,732	—	8,585	19,317
Translation and other	103	—	(4)	99
Balance at December 31, 2014	87,637	49,324	17,798	154,759
Acquisition of Blondo	2,008	—	—	2,008
Purchase accounting adjustment (1)	(14,665)	—	(1,916)	(16,581)
Translation and other	(1,962)	—	(1,127)	(3,089)
Balance at December 31, 2015	\$ 73,018	\$ 49,324	\$ 14,755	\$ 137,097

(1) Amount represents the final purchase price allocation of customer relationships related to the Dolce Vita acquisition originally recorded in goodwill, as well as the final purchase price allocation of customer relationships and re-acquired rights related to the SM Mexico acquisition originally recorded in goodwill.

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(\$ in thousands, except share and per share data)

Note H – Goodwill and Intangible Assets (continued)

The following table details identifiable intangible assets as of December 31, 2015 and 2014:

2015					
	Estimated Lives	Cost Basis	Accumulated Amortization (1)	Impairment (2)	Net Carrying Amount
Trade names	6–10 years	\$ 4,590	\$ 2,921	\$ —	\$ 1,669
Customer relationships	10 years	41,509	17,869	—	23,640
License agreements	3–6 years	5,600	5,600	—	—
Non-compete agreement	5 years	2,440	2,357	—	83
Re-acquired right	2 years	4,200	2,008	—	2,192
Other	3 years	14	14	—	—
		58,353	30,769	—	27,584
Re-acquired right	indefinite	35,200	10,314	—	24,886
Trade names	indefinite	100,333	—	3,045	97,288
		<u>\$ 193,886</u>	<u>\$ 41,083</u>	<u>\$ 3,045</u>	<u>\$ 149,758</u>

(1) Includes the effect of foreign currency translation related primarily to the changes in the Canadian dollar and Mexican peso in relation to the U.S. dollar.

(2) An impairment charge of \$3,045 was recorded in the first quarter of 2015 related to the Company's Wild Pair trademark. The impairment was triggered by a loss of future anticipated cash flows from a significant customer.

2014				
	Estimated Lives	Cost Basis	Accumulated Amortization (1)	Net Carrying Amount
Trade names	6–10 years	\$ 4,590	\$ 2,494	\$ 2,096
Customer relationships	10 years	27,339	13,205	14,134
License agreements	3–6 years	5,600	5,600	—
Non-compete agreement	5 years	2,440	2,159	281
Other	3 years	14	14	—
		39,983	23,472	16,511
Re-acquired right	indefinite	35,200	5,192	30,008
Trade names	indefinite	93,138	—	93,138
		<u>\$ 168,321</u>	<u>\$ 28,664</u>	<u>\$ 139,657</u>

(1) Includes the effect of foreign currency translation related primarily to the changes in the Canadian dollar in relation to the U.S. dollar.

The amortization of intangible assets amounted to \$6,145 for 2015, \$3,380 for 2014 and \$3,459 for 2013 and is included in operating expenses on the Company's Consolidated Statements of Income. The estimated future amortization expense of purchased intangibles is as follows:

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note H – Goodwill and Intangible Assets (continued)

2016	\$	5,524
2017		3,310
2018		3,175
2019		3,102
2020		2,294
Thereafter		10,179
Total	\$	27,584

Note I – Stock-Based Compensation

In March 2006, the Board of Directors of the Company approved the Steven Madden, Ltd. 2006 Stock Incentive Plan (the “Plan”) under which nonqualified stock options, stock appreciation rights, performance shares, restricted stock, other stock-based awards and performance-based cash awards may be granted to employees, consultants and non-employee directors. The Company's stockholders approved the Plan on May 26, 2006. On May 25, 2007, the stockholders approved an amendment to the Plan to increase the maximum number of shares that may be issued under the Plan from 4,050,000 to 5,231,250. On May 22, 2009, the stockholders approved a second amendment to the Plan that increased the maximum number of shares that may be issued under the Plan to 13,716,000. On May 25, 2012, the stockholders approved a third amendment to the Plan that increased the maximum number of shares that may be issued under the Plan to 23,466,000. The following table summarizes the number of shares of common stock authorized for use under the Plan, the number of stock-based awards granted (net of expired or cancelled awards) under the Plan and the number of shares of common stock available for the grant of stock-based awards under the Plan:

Common stock authorized	23,466,000
Stock-based awards, including restricted stock and stock options granted, net of expired or cancelled	(19,289,000)
Common stock available for grant of stock-based awards as of December 31, 2015	4,177,000

In accordance with accounting guidance relating to stock-based compensation, the Company records compensation for all awards to employees based on the fair value of options and restricted stock on the date of grant. Equity-based compensation is included in operating expenses on the Company's Consolidated Statements of Income. For the years ended December 31, 2015, 2014 and 2013, total equity-based compensation was as follows:

	Years Ended December 31,		
	2015	2014	2013
Restricted stock	\$ 15,543	\$ 15,007	\$ 15,097
Stock options	3,155	4,253	5,044
Total	\$ 18,698	\$ 19,260	\$ 20,141

The Company classifies cash flows resulting from the tax benefits from tax deductions in excess of the compensation costs recognized for those options (tax benefits) as financing cash flows. For the years ended December 31, 2015, 2014 and 2013, the Company realized a tax benefit from stock-based compensation of \$10,510, \$2,978 and \$4,277, respectively.

Stock Options

The total intrinsic value of options exercised during 2015, 2014 and 2013 amounted to \$12,433, \$6,351 and \$8,016 respectively. During the years ended December 31, 2015, 2014 and 2013, 455,528 options with a weighted average exercise price of \$27.27, 537,276 options with a weighted average exercise price of \$21.19 and 1,061,513 options with a weighted average exercise price

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note I – Stock-Based Compensation (continued)

of \$12.91 vested, respectively. As of December 31, 2015, there were unvested options relating to 658,005 shares of common stock with a total of \$4,708 of unrecognized compensation cost and an average vesting period of 2.0 years.

The Company uses the Black-Scholes-Merton option-pricing model to estimate the fair value of options granted, which requires several assumptions. The expected term of the options represents the estimated period of time until exercise and is based on the historical experience of similar awards. Expected volatility is based on the historical volatility of the Company's common stock. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant. With the exception of special dividends paid in November 2005 and 2006, the Company historically has not paid regular cash dividends and thus the expected dividend rate is assumed to be zero. The following weighted average assumptions were used for stock options granted:

	2015	2014	2013
Volatility	22% to 28%	27% to 32%	31% to 45%
Risk-free interest rate	0.99% to 1.60%	1.06% to 1.80%	0.37% to 1.38%
Expected life in years	3 to 5	3 to 5	4 to 5
Dividend yield	0.00%	0.00%	0.00%
Weighted average fair value	\$8.81	\$9.90	\$10.21

Activity relating to stock options granted under the Company's plans and outside the plans during the three years ended December 31, 2015 is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2013	3,403,500	\$ 13.71		
Granted	584,000	30.03		
Exercised	(563,000)	10.28		
Cancelled/Forfeited	(51,500)	22.32		
Outstanding at December 31, 2013	3,373,000	17.01		
Granted	489,500	34.69		
Exercised	(340,000)	14.57		
Cancelled/Forfeited	(94,500)	28.77		
Outstanding at December 31, 2014	3,428,000	19.48		
Granted	69,000	36.59		
Exercised	(1,460,000)	14.59		
Cancelled/Forfeited	(21,000)	28.49		
Outstanding at December 31, 2015	2,016,000	\$ 23.51	3.0 years	\$ 16,999
Exercisable at December 31, 2015	1,358,000	\$ 18.85	2.2 years	\$ 16,607

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note I – Stock-Based Compensation (continued)

The following table summarizes information about stock options at December 31, 2015:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted Average Remaining Contractual Life (in Years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$5.56 to \$9.55	334,000	0.3	\$5.70	334,000	\$5.70
\$14.46 to \$20.07	563,000	1.8	16.99	559,000	16.97
\$20.86 to \$27.03	51,000	2.5	23.69	44,000	23.71
\$27.43 to \$34.34	707,000	4.2	30.42	332,000	29.92
\$35.61 to \$41.95	361,000	4.9	36.62	89,000	36.52
	<u>2,016,000</u>	3.0	\$23.51	<u>1,358,000</u>	\$18.85

Restricted Stock

The following table summarizes restricted stock activity during the three years ended December 31, 2015:

	Number of Shares	Weighted Average Fair Value at Grant Date
Outstanding at January 1, 2013	4,333,500	\$ 23.16
Granted	434,000	29.21
Vested	(473,500)	19.65
Forfeited	(37,000)	18.82
Outstanding at December 31, 2013	4,257,000	24.24
Granted	182,000	34.88
Vested	(345,000)	24.11
Forfeited	(27,000)	29.34
Outstanding at December 31, 2014	4,067,000	24.69
Granted	361,000	35.71
Vested	(304,000)	23.24
Forfeited	(69,000)	34.23
Outstanding at December 31, 2015	4,055,000	\$ 25.32

As of December 31, 2015, there was \$71,870 of total unrecognized compensation cost related to restricted stock awards granted under the Plan. This cost is expected to be recognized over a weighted average period of 6.7 years.

The Company determines the fair value of its restricted stock awards based on the market price of its common stock on the date of grant. The fair value of the restricted stock that vested during the years ended December 31, 2015, 2014 and 2013 was \$6,980, \$8,317 and \$9,306, respectively.

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note I – Stock-Based Compensation (continued)

On January 3, 2012, the Company and its Creative and Design Chief, Steven Madden, entered into an amendment of Mr. Madden’s existing employment agreement, pursuant to which, on February 8, 2012, Mr. Madden was granted 1,463,057 restricted shares of the Company’s common stock at the then market price of \$27.34, which will vest in equal annual installments over a seven-year period commencing on December 31, 2017 and, thereafter, on each December 31 through December 31, 2023, subject to Mr. Madden’s continued employment on each such vesting date. Pursuant to the amended employment agreement, on June 30, 2012, Mr. Madden exercised his right to receive an additional restricted stock award, and on July 3, 2012 he was granted 1,893,342 restricted shares of the Company’s common stock at the then market price of \$21.13, which will vest in the same manner as the prior grant.

Note J - Preferred Stock

The Company has authorized 5,000,000 shares of preferred stock. The Board of Directors has designated 60,000 shares of such preferred stock as Series A Junior Participating Preferred Stock (“Series A Preferred”). Holders of the shares of Series A Preferred are entitled to dividends equal to 1,000 times dividends declared or paid on the Company’s common stock. Each share of Series A Preferred entitles the holder to 1,000 votes on all matters submitted to the holders of common stock. The Series A Preferred has a liquidation preference of \$1,000 per share, and is not redeemable by the Company. No shares of preferred stock have been issued.

Note K - Share Repurchase Program

The Company’s Board of Directors authorized a share repurchase program (the “Share Repurchase Program”), effective as of January 1, 2004. The Share Repurchase Program does not have a fixed expiration or termination date and may be modified or terminated by the Board of Directors at any time. On several occasions the Board of Directors has increased the amount authorized for repurchase. The Share Repurchase Program permits the Company to effect repurchases from time to time through a combination of open market repurchases or in privately negotiated transactions at such prices and times as are determined to be in the best interest of the Company. During the twelve months ended December 31, 2015, an aggregate of 3,704,109 shares of the Company’s common stock was repurchased under the Share Repurchase Program, at an average price per share of \$36.62, for an aggregate purchase price of approximately \$135,637. As of December 31, 2015, approximately \$64,127 remained available for future repurchases under the Share Repurchase Program. Subsequent to the year ended December 31, 2015, on February 22, 2016, the Board of Directors approved the extension of the Share Repurchase Program for an additional \$136,000 in repurchases of the Company’s common stock resulting in approximately \$200,000 currently available for future repurchases.

Note L - Derivative Instruments

The Company uses derivative instruments, specifically, forward foreign exchange contracts, to manage the risk associated with the volatility of future cash flows denominated in Mexican pesos. The foreign exchange contracts will be used to mitigate the impact of exchange rate fluctuations on forecasted purchases of inventory from Mexico and are designated as cash flow hedging instruments. The Company enters into forward contracts with terms of no more than two years. As of December 31, 2015, the Company had no open contracts. As of December 31, 2015, \$315 of losses related to cash flow hedges are recorded in accumulated other comprehensive income, net of taxes and are expected to be recognized in earnings at the same time the hedged items affect earnings. As of December 31, 2014, the fair value of the Company’s foreign currency derivatives, which is included on the Consolidated Balance Sheet in accrued expenses, was \$2,334. As of December 31, 2014, \$1,561 of losses related to cash flow hedges were recorded in accumulated other comprehensive income, net of taxes and were recognized in earnings at the same time the hedged items affected earnings. As of December 31, 2015 and 2014, none of the Company’s hedging activities were considered ineffective and thus no gains and losses relating to ineffectiveness on its hedging activities were recognized in the Consolidated Statements of Income. For the year ended December 31, 2015 losses of \$2,353 were reclassified from accumulated other comprehensive income and recognized in the Consolidated Statements of Income in cost of sales as compared to losses of \$81 for the year ended December 31, 2014.

STEVEN MADDEN, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note M - Operating Leases

The Company leases office, showroom, warehouse and retail facilities under noncancelable operating leases with terms expiring at various times through 2026. Future minimum annual lease payments under noncancelable operating leases consist of the following at December 31:

2016	\$	37,756
2017		34,848
2018		31,137
2019		28,583
2020		27,323
Thereafter		68,546
Total	\$	<u>228,193</u>

A majority of the retail store leases provide for contingent rental payments if gross sales exceed certain targets. In addition, many of the leases contain rent escalation clauses to compensate for increases in operating costs and real estate taxes. Rent expense for the years ended December 31, 2015, 2014 and 2013 was approximately \$47,710, \$43,608 and \$38,527, respectively. Included in such amounts are contingent rents of \$157, \$84 and \$140 in 2015, 2014 and 2013, respectively.

Rent expense is calculated by amortizing total base rental payments (net of any rental abatements, construction allowances and other rental concessions), on a straight-line basis, over the lease term. Accordingly, rent expense charged to operations differs from rent paid resulting in the Company recording deferred rent.

Note N - Income Taxes

The components of income before income taxes are as follows:

	2015	2014	2013
Domestic	\$ 81,785	\$ 85,988	\$ 125,772
Foreign	90,681	85,405	83,179
	<u>\$ 172,466</u>	<u>\$ 171,393</u>	<u>\$ 208,951</u>

The income tax provision (benefit) consists of the following:

	2015	2014	2013
Current:			
Federal	\$ 24,838	\$ 29,933	\$ 41,334
State and local	4,136	4,244	11,265
Foreign	13,960	15,167	14,385
	<u>42,934</u>	<u>49,344</u>	<u>66,984</u>
Deferred:			
Federal	16,976	10,229	8,815
State and local	1,961	(2,014)	(667)
Foreign	(3,060)	1,205	534
	<u>15,877</u>	<u>9,420</u>	<u>8,682</u>
	<u>\$ 58,811</u>	<u>\$ 58,764</u>	<u>\$ 75,666</u>

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note N - Income Taxes (continued)

A reconciliation between taxes computed at the federal statutory rate and the effective tax rate is as follows:

	December 31,		
	2015	2014	2013
Income taxes at federal statutory rate	35.0 %	35.0 %	35.0 %
Effects of foreign operations	(3.6)	(2.7)	(1.7)
State and local income taxes - net of federal income tax benefit	1.7	1.1	3
Nondeductible items	0.14	0.2	0.1
Valuation allowance (reversal)	—	(0.1)	—
Other	0.9	0.8	(0.2)
Effective rate	34.1 %	34.3 %	36.2 %

The Company applies the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse.

In accordance with accounting guidance, the Company has opted to classify interest and penalties that would accrue according to the provisions of relevant tax law as income tax expense on the Consolidated Statements of Income. The Company determines the amount of interest expense to be recognized by applying the applicable statutory rate of interest to the difference between the tax position recognized and the amount previously taken or expected to be taken on a tax return. The Company's tax years 2012 through 2015 remain open to examination by most taxing authorities. During 2015, the U.S. Internal Revenue Service ("IRS") commenced an audit of the Company's 2013 U.S. income tax return. As of December 31, 2015 the audit remains open and the Company is working with the IRS on open matters including a discussion related to the Company's 2013 transfer pricing calculation. Management believes that adequate provisions have been made for any adjustments that may result from the audit. The Company does not have any material unrecognized tax benefits recorded as of December 31, 2015 and 2014.

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note N - Income Taxes (continued)

The components of deferred tax assets and liabilities are as follows:

	December 31,	
	2015	2014
Current deferred tax assets (liabilities):		
Receivable allowances	\$ 7,932	\$ 8,663
Inventory	2,237	2,119
Unrealized (gain) loss	1,096	955
Accrued expenses	796	798
Other	2,331	1,590
Gross current deferred tax asset	14,392	14,125
Non-current deferred tax assets (liabilities):		
Depreciation and amortization	(16,045)	(10,122)
Deferred compensation	14,936	14,146
Unremitted earnings of foreign subsidiaries	(39,494)	(29,268)
Deferred rent	4,585	4,134
Amortization of goodwill	(3,749)	(3,858)
Unrealized loss (gain)	(80)	222
Other	437	40
	(39,410)	(24,706)
Net deferred tax (liabilities) assets	\$ (25,018)	\$ (10,581)

The Company's consolidated financial statements provide for any related tax liability on amounts that may be repatriated from foreign operations, aside from undistributed earnings of certain of the Company's foreign subsidiaries that are intended to be indefinitely reinvested in operations outside the U.S. The deferred tax liability of \$39,494 and \$29,268 for the years ended December 31, 2015 and 2014, respectively, reflects the amounts that may be repatriated from foreign operations. The total amount of indefinitely reinvested earnings of foreign subsidiaries as of December 31, 2015 and 2014 was \$85,147 and \$64,147, respectively. Accordingly, no provision has been made for United States income taxes that may become payable if those undistributed earnings of foreign subsidiaries are paid as dividends. If such amounts were not indefinitely reinvested, the Company would incur approximately \$17,531 in taxes that were not previously provided for in our consolidated statements of income.

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note O – Commitments, Contingencies and Other

[1] Legal Proceedings:

- (a) On August 10, 2005, following the conclusion of an audit of the Company conducted by auditors for U.S. Customs and Border Protection (“U.S. Customs”) during 2004 and 2005, U.S. Customs issued a report that asserts that certain commissions that the Company treated as “buying agents’ commissions” (which are non-dutiable) should be treated as “selling agents’ commissions” and hence are dutiable. Subsequently, U.S. Immigration and Customs Enforcement notified the Company’s legal counsel that a formal investigation of the Company’s importing practices had been commenced as a result of the audit. In September 2007, U.S. Customs notified the Company that it had finalized its assessment of the underpaid duties at \$1,400. The Company, with the advice of legal counsel, evaluated the liability in the case, including additional duties, interest and penalties, and believed that it was not likely to exceed \$3,050, and accordingly, a liability for this amount was recorded as of December 31, 2009. The Company contested the conclusions of the U.S. Customs audit and filed a request for review and issuance of rulings thereon by U.S. Customs Headquarters, of Regulations and Rulings, under internal advice procedures. On September 20, 2010, U.S. Customs issued a ruling in the matter, concluding that the commissions paid by the Company pursuant to buying agreements entered into by the Company and one of its two buying agents under review were *bona fide* buying-agent commissions and, therefore, were non-dutiable. With respect to the second buying agent, U.S. Customs also ruled that beginning in February 2002, commissions paid by the Company were *bona fide* buying agent commissions and, therefore, were non-dutiable. However, U.S. Customs found that the Company’s pre-2002 buying agreements with the second agent were legally insufficient to substantiate a buyer-buyer’s agent relationship between the Company and the agent and that commissions paid to the second agent under such buying agreements, in fact, were dutiable. On the basis of the U.S. Customs ruling, the Company reevaluated the liability in the case and believes that it is not likely to exceed \$1,248 and the liability was reduced from \$3,050 to such amount as of September 30, 2010.

On November 21, 2011, U.S. Customs issued a pre-penalty notice to the Company in which it alleges that gross negligence by the Company resulted in an underpayment of duties with respect to certain pre-2002 buying agreements and claims that the Company owes \$342 as an additional duty and \$1,367 in monetary penalties. In its February 16, 2012 response to the pre-penalty notice, the Company submitted that it owes no additional duty and, further, did not through negligence or gross negligence fail to pay any duty or engage in conduct amounting to either gross negligence or negligence. The Company requested that U.S. Customs withdraw its proposal to issue a notice of penalty and take no further adverse action against the Company. In the event that U.S. Customs is not inclined to withdraw the pre-penalty notice after review of the Company’s response, the Company has requested the opportunity to make an oral presentation to U.S. Customs prior to the issuance of a notice of penalty. On June 26, 2014, the Company’s counsel met with U.S. Customs officials and, following the meeting, counsel submitted to U.S. Customs a letter and the Company’s check in the amount of \$342, representing the Company’s Offer in Compromise of the proposed government claim. The Offer in Compromise was filed without any admission or acceptance by the Company with respect to the proposed claim. In the event that U.S. Customs determines to issue a notice of penalty, the Company intends to file a petition for relief requesting a reduction of the level of culpability and mitigation of the penalty amount assessed. The maximum total amount of damages, including penalty, related to this matter is approximately \$1,700 for which the Company has accrued \$1,248.

- (d) The Company has been named as a defendant in certain other lawsuits in the normal course of business. In the opinion of management, after consulting with legal counsel, the liabilities, if any, resulting from these matters should not have a material effect on the Company’s financial position or results of operations. It is the policy of management to disclose the amount or range of reasonably possible losses in excess of recorded amounts.

[2] Employment agreements:

Robert Schmertz. On June 4, 2015, Robert Schmertz, the Company’s Brand Director, submitted his resignation of employment to the Company effective immediately. A separation agreement dated June 4, 2015 between Mr. Schmertz and the Company provides to Mr. Schmertz, among other things, a severance of \$381, which is being paid to him at regular intervals from the date of his resignation through December 31, 2016.

Notes to Consolidated Financial Statements

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(\$ in thousands, except share and per share data)

Note O – Commitments, Contingencies and Other (continued)

Edward R. Rosenfeld. On December 31, 2015, the Company entered into a new employment agreement with Edward R. Rosenfeld, the Company's Chief Executive Officer and the Chairman of the Board of Directors, to replace an existing employment agreement that expired on December 31, 2015. The agreement, which expires on December 31, 2018, provides for an annual salary of \$800 through December 31, 2016, \$850 in 2017 and \$900 in 2018. In addition, pursuant to his new employment agreement, on December 31, 2015, Mr. Rosenfeld received a grant of 75,000 shares of the Company's common stock subject to certain restrictions and, on February 5, 2016, a further grant of 75,000 shares of the Company's common stock subject to certain restrictions. The restricted shares received by Mr. Rosenfeld on December 31, 2015 and February 5, 2016 were issued under the Company's 2006 Stock Incentive Plan, as amended, and will vest in equal annual installments over a five-year period commencing on December 1, 2016 and March 5, 2017, respectively. Additional compensation and bonuses, if any, are at the sole discretion of the Board of Directors.

Steven Madden. On January 3, 2012, the Company and its Creative and Design Chief, Steven Madden, entered into an amendment, dated as of December 31, 2011, to Mr. Madden's existing employment agreement with the Company (the "Amended Madden Agreement"). The Amended Madden Agreement, which extends the term of Mr. Madden's employment through December 31, 2023, provides for an annual base salary of approximately \$9,667 in 2014, approximately \$11,917 in 2015 and approximately \$10,698 in 2016 and in each year thereafter through the end of the term of employment. Effective in 2012, the Amended Madden Agreement eliminates the annual cash bonuses payable to Mr. Madden based on EBITDA and the annual cash bonus in relation to new business contained in Mr. Madden's previously existing employment agreement and provides that all future cash bonuses will be at the sole discretion of the Company's Board of Directors. Further, the Amended Madden Agreement eliminates the annual non-accountable expense allowance of up to \$200 provided to Mr. Madden under the previously existing employment agreement. Pursuant to the Amended Madden Agreement, on February 8, 2012, Mr. Madden was granted 1,463,056 restricted shares of the Company's common stock valued at approximately \$40,000, which will vest in equal annual installments over seven years commencing on December 31, 2017 through December 31, 2023, subject to Mr. Madden's continued employment with the Company on each such vesting date. Pursuant to the Amended Madden Agreement, on June 30, 2012, Mr. Madden exercised his right to receive an additional restricted stock award and, on July 3, 2012, was granted 1,893,342 restricted shares of the Company's common stock, which will vest in the same manner as the February 8, 2012 grant. As consideration for the additional restricted stock grant, Mr. Madden's annual base salary in years subsequent to 2012 have been reduced as follows: approximately \$6,125 in 2014, approximately \$8,250 in 2015 and approximately \$7,026 in 2016 and in each year thereafter through the end of the term of employment. In addition to the opportunity for discretionary cash bonuses, the Amended Madden Agreement entitles Mr. Madden to an annual life insurance premium reimbursement of up to \$200, as well as an annual stock option grant and the potential for an additional one-time stock option grant based upon achievement of certain financial performance criteria. The Amended Madden Agreement also provides for the elimination of interest accrued after December 31, 2011 on an outstanding loan in the original principal amount of \$3,000 made by the Company to Mr. Madden, the extension of the maturity date of such loan until December 31, 2023, and the forgiveness of 1/10th of the principal amount of the loan, together with accrued interest, annually over a ten-year period commencing on December 31, 2014 for so long as Mr. Madden continues to be employed by the Company on each such December 31st.

Arvind Dharia. On February 2, 2015, the Company and its Chief Financial Officer, Arvind Dharia, entered into an amendment of Mr. Dharia's existing employment agreement. The amendment, among other things, extends the term of Mr. Dharia's employment agreement until December 31, 2017 and increases his annual base salary to \$582 effective January 1, 2015 through the remainder of the term. Pursuant to the amendment, on February 2, 2015, Mr. Dharia received a restricted stock award of 15,000 restricted shares of the Company's common stock, which will vest in substantially equal annual installments over a five-year period commencing on February 2, 2016 through February 2, 2020. The agreement, as amended, provides for an annual bonus to Mr. Dharia at the discretion of the Board of Directors.

Amelia Newton Varela. On September 4, 2015 the Company and Amelia Newton Varela, entered into an amendment of Ms. Varela's existing employment agreement dated January 1, 2014. The amendment, among other things, reflects the change in Ms. Varela's job title from Executive Vice President-Wholesale to the newly-created position of President of the Company and increases her annual base salary to \$600 through the end of the term of her employment agreement on December 31, 2016. Ms. Varela's employment agreement, as amended, provides Ms. Varela the opportunity for annual

Notes to Consolidated Financial Statements

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Note O – Commitments, Contingencies and Other (continued)

cash incentive bonuses and, pursuant thereto, on February 3, 2014, Ms. Varela received an option to purchase 100,000 shares of common stock at an exercise price equal to the market price of the Company's common stock on the last trading day prior to the grant. The option will vest in equal annual installments over a four-year period commencing on the first anniversary of the grant date.

Awadhesh Sinha. Effective January 1, 2014, the Company entered into a new employment agreement with Awadhesh Sinha, the Company's Chief Operating Officer, to replace an existing employment agreement that expired at the end of 2013. The new agreement, which remains in effect until December 31, 2016, provides for an annual salary of \$600, \$630, and \$661 for the three years ended December 31, 2014, 2015, and 2016 and provides the opportunity for annual cash and share based incentive bonuses. In addition, on January 15, 2014, Mr. Sinha received a grant of 29,886 shares of restricted common stock, which will vest in equal annual installments over a three-year period on each of December 15, 2014, December 15, 2015, and December 15, 2016.

Karla Frieders. On September 4, 2015, the Company entered into a new employment agreement with Karla Frieders in connection with Ms. Frieders' appointment to the newly-created position of Chief Merchandising Officer of the Company. The agreement, which remains in effect until February 29, 2017, provides to Ms. Frieders an annual salary of \$440 throughout the term of the agreement and an annual performance-based bonus for the fiscal years ending December 31, 2015 and 2016 in an amount to be determined at the discretion of the Company.

[3] Letters of credit:

At December 31, 2015, the Company had open letters of credit for the purchase of imported merchandise of approximately \$331.

[4] License agreements:

On March 1, 2014, the Company entered into a license agreement with ABG Juicy Couture, LLC, under which the Company has the right to use the Juicy Couture® trademark in connection with the sale and marketing of women's footwear. The agreement requires the Company to pay the licensor a royalty equal to a percentage of net sales and a minimum royalty in the event that specified net sales targets are not achieved. The initial term of the agreement is effective through December 31, 2018.

On February 9, 2011, the Company entered into a license agreement with Basic Properties America Inc. and BasicNet S.p.A, under which the Company has the right to use the Superga® trademark in connection with the sale and marketing of women's footwear. The agreement requires the Company to pay the licensor a royalty equal to a percentage of net sales and a minimum royalty in the event that specified net sales targets are not achieved. The agreement was amended on April 11, 2013 extending the original agreement through December 31, 2022.

Future minimum royalty payments are \$1,000 for 2016, \$2,510 for 2017 through 2018, \$2,000 for 2019 through 2020 and \$2,000 for 2021 and after. Royalty expenses are included in the "cost of goods sold" section of the Company's Consolidated Statements of Income.

[5] Related Party Transactions:

On February 23, 2012, the Company entered into an agreement (the "2012 Consulting Agreement") with JLM Consultants, Inc., a company wholly-owned by John Madden, now deceased, formerly a director of the Company and the brother of Steven Madden, the Company's founder and Creative and Design Chief. The 2012 Consulting Agreement, replaced an earlier consulting agreement between the Company and JLM Consultants, Inc. that had expired by its terms on December 31, 2005 but under which JLM Consultants, Inc. had continued to provide consulting services for the consideration provided therein. Under the 2012 Consulting Agreement, Mr. Madden and JLM Consultants, Inc. provided consulting services to the Company with respect to the development of international sales of the Company. JLM Consultants,

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note O – Commitments, Contingencies and Other (continued)

Inc. received fees and expenses of \$1,373, \$1,240 and \$1,310 in 2015, 2014 and 2013, respectively, pursuant to the 2012 Consulting Agreement. Subsequent to 2011, Mr. Madden no longer received fees for his service as a director of the Company. As a result of the passing of Mr. Madden on October 26, 2015, the 2012 Consulting Agreement terminated and the consulting services formerly provided by Mr. Madden and JLM Consultants under the 2012 Consulting Agreement are now being performed by employees of the Company.

[6] Concentrations:

The Company maintains cash and cash equivalents with various major financial institutions which at times are in excess of the amount insured. In addition, the Company's marketable securities are principally held at three brokerage companies.

During the year ended December 31, 2015, the Company did not purchase more than 10% of its merchandise from any single supplier. Total product purchases from China for the year ended December 31, 2015 were approximately 90%.

During the year ended December 31, 2014, the Company did not purchase more than 10% of its merchandise from any single supplier. Total product purchases from China for the year ended December 31, 2014 were approximately 89%.

During the year ended December 31, 2013, the Company did not purchase more than 10% of its merchandise from any single supplier. Total product purchases from China for the year ended December 31, 2013 were approximately 85%.

For the year ended December 31, 2015, Target, Inc. represented 12.2% of net sales and 16.7% of total accounts receivable. The Company did not have any other customers who account for more than 10% of total net sales or 10% of total accounts receivable.

For the year ended December 31, 2014, Target, Inc. represented 10.5% of net sales and 12.8% of total accounts receivable. The Company did not have any other customers who account for more than 10% of total net sales or 10% of total accounts receivable.

For the year ended December 31, 2013, the Company did not have any customers who account for more than 10% of total net sales or 10% of total accounts receivable.

Purchases are made primarily in United States dollars.

[7] Valuation and qualifying accounts:

The following is a summary of the allowance for chargebacks and doubtful accounts related to accounts receivable and the allowance for chargebacks related to the amount due from factor:

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note O – Commitments, Contingencies and Other (continued)

	Balance at Beginning of Year	Additions	Deductions	Balance at End of Year
Year ended December 31, 2015				
Allowance for doubtful accounts	\$ 203	\$ 162	\$ 165	\$ 200
Allowance for chargebacks	18,199	76,085	75,244	19,040
Returns*	5,160	5,868	6,206	4,822
Year ended December 31, 2014				
Allowance for doubtful accounts	119	234	150	203
Allowance for chargebacks	17,040	52,265	51,106	18,199
Returns*	3,253	5,648	3,741	5,160
Year ended December 31, 2013				
Allowance for doubtful accounts	30	399	310	119
Allowance for chargebacks	18,108	41,812	42,880	17,040
Returns*	\$ 4,299	\$ 702	\$ 1,748	\$ 3,253

* The return reserve does not take into consideration the Company's ability to resell returned products.

The following is a summary of goodwill and the related accumulated amortization for the:

	Year Ended December 31,		
	2015	2014	2013
Cost basis			
Balance at beginning of year	\$ 155,357	\$ 96,730	\$ 92,157
Acquisitions and purchase price adjustments	(17,662)	58,627	4,573
Balance at end of year	137,695	155,357	96,730
Accumulated amortization			
Balance at beginning of year	598	598	598
Balance at end of year	598	598	598
Goodwill - net	\$ 137,097	\$ 154,759	\$ 96,132

Note P – Operating Segment Information

The Company operates the following business segments: Wholesale Footwear, Wholesale Accessories, Retail, First Cost and Licensing. The Wholesale Footwear segment, through sales to department stores, mid-tier retailers, mass market merchants, online retailers and specialty stores, derives revenue, both domestically and worldwide (via our International business), from sales of branded and private label women's, men's, girls' and children's footwear. The Wholesale Accessories segment, which includes branded and private label handbags, belts and small leather goods as well as cold weather and selected other fashion accessories, derives revenue, both domestically and worldwide (via our International business), from sales to department stores, mid-tier retailers, mass market merchants, online retailers and specialty stores. Our Wholesale Footwear and Wholesale Accessories segments, through our International business, derive revenue from Canada, Mexico and South Africa and, under special distribution arrangements, from Asia, Australia, Europe, the Middle East, India, South and Central America and New Zealand. The Retail segment, through the operation of Company-owned retail stores in the United States, Canada, Mexico and South Africa and the Company's websites, derives revenue from sales of branded women's, men's and children's footwear, accessories and licensed products to consumers. The First Cost segment represents activities of a subsidiary that earns commissions and design fees for

STEVEN MADDEN, LTD. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note P – Operating Segment Information (continued)

serving as a buying agent of footwear products to mass-market merchandisers, mid-tier department stores and other retailers with respect to their purchase of footwear. In the Licensing segment, the Company generates revenue by licensing its Steve Madden®, Steven by Steve Madden® and Madden Girl® trademarks and other trademark rights for use in connection with the manufacture, marketing and sale of outerwear, hosiery, activewear, sleepwear, jewelry, watches, hair accessories, umbrellas, bedding, luggage, and men's leather accessories. In addition, this segment licenses the Betsey Johnson®, Betseyville® and Dolce Vita® trademarks for use in connection with the manufacture, marketing and sale of women's and children's apparel, hosiery, swimwear, outerwear, sleepwear, activewear, jewelry, watches, bedding, luggage, stationary, umbrellas, and household goods.

Year ended	Wholesale Footwear	Wholesale Accessories	Total Wholesale	Retail	First Cost	Licensing	Corporate	Consolidated
December 31, 2015:								
Net sales	\$ 905,821	\$ 259,106	\$ 1,164,927	\$ 240,312	\$ —	\$ —	\$ —	\$ 1,405,239
Gross profit	268,307	85,876	354,183	146,309	—	—	—	500,492
Commissions and licensing fees – net	—	—	—	—	6,795	9,852	—	16,647
Income from operations	97,079	38,220	135,299	19,702	6,795	9,852	—	171,648
Depreciation and amortization			12,624	7,897	236	—	—	20,757
Segment assets	\$ 515,953	\$ 185,558	701,511	163,735	49,139	—	—	914,385
Capital expenditures			\$ 7,237	\$ 12,222	\$ —	\$ —	\$ —	\$ 19,459
December 31, 2014:								
Net sales	\$ 881,041	\$ 246,608	\$ 1,127,649	\$ 207,302	\$ —	\$ —	\$ —	\$ 1,334,951
Gross profit	259,764	84,640	344,404	124,596	—	—	—	469,000
Commissions and licensing fees – net	—	—	—	—	6,438	7,285	\$ —	13,723
Income from operations	105,593	38,773	144,366	9,553	6,438	7,285	—	167,642
Depreciation and amortization			7,963	6,887	227	—	—	15,077
Segment assets	\$ 526,420	\$ 190,237	716,657	146,927	47,651	—	—	911,235
Capital expenditures			\$ 10,188	\$ 8,153	\$ —	\$ —	\$ —	\$ 18,341
December 31, 2013								
Net sales	\$ 860,448	\$ 244,163	\$ 1,104,611	\$ 209,612	\$ —	\$ —	\$ —	\$ 1,314,223
Gross profit	263,864	89,307	353,171	129,205	—	—	—	482,376
Commissions and licensing fees – net	—	—	—	—	7,988	7,644	—	15,632
Income from operations	116,951	44,738	161,689	25,464	7,988	7,644	983	203,768
Depreciation and amortization			6,659	5,542	116	—	662	12,979
Segment assets	\$ 537,609	\$ 152,553	690,162	129,549	60,530	—	—	880,241
Capital expenditures			\$ 9,276	\$ 11,470	\$ —	\$ —	\$ —	\$ 20,746

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note P – Operating Segment Information (continued)

Revenues by geographic area are as follows:

	Year Ended December 31,		
	2015	2014	2013
Domestic (a)	\$ 1,255,668	\$ 1,222,721	\$ 1,200,797
International	149,571	112,230	113,426
Total	\$ 1,405,239	\$ 1,334,951	\$ 1,314,223

(a) Includes revenues of \$329,089, \$319,089 and \$315,154 for the years ended 2015, 2014 and 2013 related to sales to U.S. customers where the title is transferred outside the U.S. and the sale is recorded by our International subsidiary.

Note Q - Quarterly Results of Operations (unaudited)

The following is a summary of the quarterly results of operations for the years ended December 31, 2015 and 2014:

	March 31,	June 30,	September 30,	December 31,
2015:				
Net sales	\$ 323,945	\$ 323,582	\$ 413,462	\$ 344,250
Cost of sales	212,567	207,436	264,691	220,053
Gross profit	111,378	116,146	148,771	124,197
Commissions, royalty and licensing fee income - net	3,918	3,127	6,643	2,959
Net income attributable to Steven Madden, Ltd.	\$ 19,824	\$ 24,503	\$ 42,885	\$ 25,726
Net income per share:				
Basic	\$ 0.33	\$ 0.41	\$ 0.73	\$ 0.44
Diluted	\$ 0.32	\$ 0.40	\$ 0.70	\$ 0.43
2014:				
Net sales	\$ 304,624	\$ 295,715	\$ 391,992	\$ 342,620
Cost of sales	196,276	188,655	255,895	225,125
Gross profit	108,348	107,060	136,097	117,495
Commissions, royalty and licensing fee income - net	3,171	3,187	5,103	2,262
Net income attributable to Steven Madden, Ltd.	\$ 23,637	\$ 28,002	\$ 39,248	\$ 20,993
Net income per share:				
Basic	\$ 0.38	\$ 0.45	\$ 0.64	\$ 0.35
Diluted	\$ 0.36	\$ 0.44	\$ 0.62	\$ 0.34

Note R - Recent Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2016-02, Leases, which is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018 with early adoption permitted. Under Accounting Standards Update 2016-02, lessees will be required to recognize for all leases at the commencement date a lease liability, which is a lessee's obligation to make lease payments arising from a lease measured on a discounted basis, and a right-to-use asset, which is an asset that represents the lessee's right to use or control the use of a specified asset for the lease term. The Company is currently evaluating the effect that the new guidance will have on its financial statements and related disclosures.

Notes to Consolidated Financial Statements

December 31, 2015 and 2014

(\$ in thousands, except share and per share data)

Note R - Recent Accounting Pronouncements (continued)

In January 2016, the FASB issued Accounting Standards Update 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. Accounting Standards Update 2016-01 generally requires companies to measure investments in equity securities, except those accounted for under the equity method, at fair value and recognize any changes in fair value in net income. The new guidance must be applied using a modified-retrospective approach and is effective for periods beginning after December 15, 2017 and early adoption is not permitted. The Company does not expect the adoption of this guidance will have a material impact on its financial statements.

In November 2015, FASB issued Accounting Standards Update 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes. Accounting Standards Update 2015-17 simplifies current guidance and requires companies to classify all deferred tax assets and liabilities as noncurrent on the balance sheet. Accounting Standards Update 2015-17 can be applied either prospectively or retrospectively and is effective for periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the effect that the new guidance will have on its financial statements and related disclosures.

In September 2015, FASB issued Accounting Standards Update 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments which requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. Accounting Standards Update 2015-16 is effective for periods beginning after December 15, 2015, including interim periods within those fiscal years. The new guidance must be applied prospectively to adjustments to provisional amounts that occur after the effective date, with early adoption permitted. The Company does not expect the adoption of this guidance will have a material impact on its financial statements.

In July 2015, FASB issued Accounting Standards Update 2015-11, Inventory (Topic 330): Simplifying the Measurement of Inventory which changes the measurement principle for inventory from the lower of cost or market to the lower of cost and net realizable value. Accounting Standards Update 2015-11 defines net realizable value as estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The new guidance must be applied on a prospective basis and is effective for periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating the effect that the new guidance will have on its financial statements and related disclosures.

In February 2015, the FASB issued Accounting Standards Update No. 2015-02, Amendments to the Consolidation Analysis, which is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015 with early adoption permitted. Accounting Standards Update No. 2015-02 amends the assessment of whether a limited partnership or an LLC is a variable interest entity; the effect that fees paid to a decision maker have on the consolidation analysis; how variable interests held by a reporting entity's related parties or de facto agents affect its consolidation conclusion; and for entities other than limited partnerships or LLCs, clarifies how to determine whether the equity holders as a group have power over an entity. The Company does not expect the adoption of this guidance will have a material impact on its financial statements.

In May 2014, FASB issued new accounting guidance, Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers, on revenue recognition. The new standard provides for a single five-step model to be applied to all revenue contracts with customers as well as requires additional financial statement disclosures that will enable users to understand the nature, amount, timing and uncertainty of revenue and cash flows relating to customer contracts. Companies have an option to use either a retrospective approach or cumulative effect adjustment approach to implement the standard. Accounting Standards Update No. 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted, but not before the original effective date of the standard. The Company is currently evaluating the impact of the new guidance on our consolidated financial statements.

Exhibit Index

2.01	Stock Purchase Agreement dated August 13, 2014 among the Company, Dolce Vita Holdings, Inc., Evangelos C. Lamprou and Manuel N. Lucio (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on August 18, 2014)
2.02	Stock Purchase Agreement dated May 25, 2011 among the Company, David Seerherman, Cejon, Inc., and Kenneth Rogala (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on May 26, 2011)
2.03	Asset Purchase Agreement, dated as of January 20, 2012, among Steve Madden Canada Inc., Steve Madden Retail Canada Inc., Pasa Agency Inc., Gelati Imports Inc., the Company, SML Canada Acquisition Corp., 6798039 Canada Inc., 6798012 Canada Inc., 3574563 Canada Inc. and Thomas Alberga (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on January 26, 2012)
3.01	Certificate of Incorporation of Steven Madden, Ltd. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 filed with the SEC on August 8, 2013)
3.02	Amended & Restated By-Laws of Steven Madden, Ltd. (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on March 28, 2008)
4.01	Specimen Certificate for shares of Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013 filed with the SEC on August 8, 2013)
10.01	Third Amended and Restated Secured Promissory Note dated as of June 25, 2007 of Steven H. Madden to the Company (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 9, 2012)
10.02	Consulting Agreement dated February 23, 2012 between the Company and J.L.M. Consultants Inc.(incorporated by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the SEC on March 1, 2013.
10.03	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and the Company (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2010 filed with the SEC on November 9, 2010)
10.04	Amendment to Collection Agency Agreement dated February 16, 2010 between Rosenthal & Rosenthal, Inc. and the Company (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2010 filed with the SEC on March 12, 2010)
10.05	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and Daniel Friedman & Associates, Inc. (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.06	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and Diva Acquisition Corp. (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.07	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and Steven Madden Retail, Inc. (incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.08	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and Stevies, Inc. (incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.09	Collection Agency Agreement dated July 10, 2009 between Rosenthal & Rosenthal, Inc. and SML Acquisition Corp. (incorporated by reference to Exhibit 10.6 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.10	Letter Agreement dated July 10, 2009 among Rosenthal & Rosenthal, Inc., the Company, Daniel Friedman & Associates, Inc., Diva Acquisition Corp., Steven Madden Retail, Inc., Stevies, Inc., and SML Acquisition Corp. (incorporated by reference to Exhibit 10.7 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.11	Guarantee dated July 10, 2009 of the Company, Daniel Friedman & Associates, Inc., Diva Acquisition Corp., Steven Madden Retail, Inc., Stevies, Inc., and SML Acquisition Corp. in favor of Rosenthal & Rosenthal, Inc. (incorporated by reference to Exhibit 10.8 to the Company's Current Report on Form 8-K filed with the SEC on July 16, 2009)
10.12	Earn-Out Agreement dated May 25, 2011 among Steven Madden, Ltd., David Seerherman, Cejon, Inc., Cejon Accessories, Inc., New East Designs, LLC and Kenneth Rogala (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on May 26, 2011).

10.13	Third Amended Employment Agreement dated July 15, 2005 between the Company and Steven Madden (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on July 20, 2005)
10.14	Amendment dated December 14, 2009 to Third Amended Employment Agreement between the Company and Steven Madden (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on December 17, 2009)
10.15	Amended and Restated Second Amendment dated as of December 31, 2011 to Third Amended Employment Agreement between the Company and Steven Madden (incorporated by reference to Exhibit 10.17 to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2011 filed with the SEC on February 29, 2012)
10.16	Employment Agreement dated January 1, 1998 between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.07 to the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2000 filed with the SEC on March 30, 2001) [#]
10.17	Amendment No. 1 dated June 29, 2001 to Employment Agreement between the Company and Arvind Dharia (incorporated by reference to Exhibit 99.4 to the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended June 30, 2001 filed August 14, 2001) [#]
10.18	Amendment No. 2 dated October 30, 2002 to Employment Agreement between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for its fiscal quarter ended September 30, 2002 filed with the SEC on November 14, 2002) [#]
10.19	Amendment No. 3 dated February 1, 2006 to Employment Agreement between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 3, 2006) [#]
10.20	Amendment No. 4 dated October 7, 2009 to Employment Agreement of Arvind Dharia between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on October 13, 2009) [#]
10.21	Amendment No. 5 dated February 8, 2012 to Employment Agreement of Arvind Dharia between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 14, 2012) [#]
10.22	Amendment No. 6 dated February 2, 2015 to Employment Agreement of Arvind Dharia between the Company and Arvind Dharia (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on February 4, 2015) [#]
10.23	Employment Agreement dated January 10, 2014 between the Company and Awadhesh Sinha (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on January 16, 2014) [#]
10.24	Employment Agreement dated January 2, 2013 between the Company and Robert Schmertz (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 8, 2013) [#]
10.25	Employment Agreement dated March 11, 2015 between the Company and Robert Schmertz (incorporated by reference to exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2015) [#]
10.26	Employment Agreement dated January 10, 2014 between the Company and Amelia Newton Varela (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 16, 2014) [#]
10.27	Amendment No. 1 dated September 4, 2015 to Employment Agreement between the Company and Amelia Newton Varela (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 8-K filed with SEC on September 10, 2015) [#]
10.28	Employment Agreement dated September 4, 2015 between the Company and Karla Frieders (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on September 10, 2015) [#]
10.29	Employment Agreement dated December 31, 2015 between the Company and Edward R. Rosenfeld (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on January 4, 2016) [#]
10.30	The 1999 Stock Plan, approved and adopted on March 15, 1999, amended as of March 20, 2000 and March 30, 2001 (incorporated by reference to Exhibit 10.A to the Company's Registration Statement on Form S-8 filed with the SEC on July 26, 2004) [#]
10.31	2006 Stock Incentive Plan (Amended and Restated Effective May 22, 2009), amended by the Board on April 5, 2012 and approved and adopted by the Company's stockholders on May 25, 2012 (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the SEC on March 1, 2013) [#]
21.01	Subsidiaries of the Registrant [†]
23.01	Consent of EisnerAmper LLP [†]

24.01	Power of Attorney (included on signature page hereto)
31.01	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) 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(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 [†]
32.01	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ^{†*}
32.02	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ^{†*}
99.01	Press Release, dated February 24, 2016, issued by Steven Madden, Ltd. [†]
101	The following materials from Steven Madden, Ltd.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text.*

[†] Filed herewith.

Indicates management contract or compensatory plan or arrangement required to be identified pursuant to Item 15(b) of this Annual Report on Form 10-K.

* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any filing, except to the extent the Company specifically incorporates it by reference.

SUBSIDIARIES

NAME OF THE SUBSIDIARY	STATE OF INCORPORATION
Adesso-Madden, Inc.	New York
Big Buddha, Inc.	California
Cejon, Inc.	New Jersey
Daniel M. Friedman & Associates, Inc.	New York
Diva Acquisition Corp.	Delaware
Steven Madden Retail, Inc.	Delaware
Stevies, Inc.	Delaware
The Topline Corporation	Washington
SML Holdings S.a.r.l	Luxembourg
SML Canada Acquisition Corp.	Canada
Dolce Vita Holdings, Inc.	Washington
Madden International Ltd.	Hong Kong
Trendy Imports S.A. de C.V.	Mexico
Comercial Diecesiette S.A. de C.V.	Mexico
Maximus Designer Shoes	Mexico
BA Brand Holdings LLC	New York
BAI Holding, LLC	New York

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements Form S8 (Nos. 333-160520, 333-117667, 333-117666, 333-106746, 333-98067, 333-68712, 333-40924, 333-86903, 333-16381, 333-138584, and 333-184564, Form S-8 POS (No. 033-94510), Form S-3 (No. 333-91127) and form S-3/A (Nos. 333-46441 and 333-59295) of Steven Madden, Ltd, and subsidiaries (the "Company") of our report dated February 26, 2016, on our audits of the consolidated balance sheets of the Company as of December 31, 2015 and 2014 and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2015, and the effectiveness of Steven Madden, Ltd.'s internal control over financial reporting as of December 31, 2015, which report is included in this Annual Report on Form 10-K of the Company.

/S/EisnerAmper LLP
New York, New York
February 26, 2016

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Edward R. Rosenfeld, certify that:

1. I have reviewed this Annual Report on Form 10-K of Steven Madden, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ EDWARD R. ROSENFELD

Edward R. Rosenfeld

Chairman and Chief Executive Officer

February 26, 2016

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Arvind Dharia, certify that:

1. I have reviewed this Annual Report on Form 10-K of Steven Madden, Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ARVIND DHARIA

Arvind Dharia

Chief Financial Officer and Chief Accounting Officer

February 26, 2016

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Steven Madden, Ltd. (the “Company”) on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Edward R. Rosenfeld, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ EDWARD R. ROSENFELD

Edward R. Rosenfeld

Chairman and Chief Executive Officer

February 26, 2016

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Steven Madden, Ltd. (the “Company”) on Form 10-K for the year ended December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Arvind Dharia, Chief Financial Officer and Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ARVIND DHARIA

Arvind Dharia

Chief Financial Officer and Chief Accounting Officer

February 26, 2016

Steve Madden Announces Fourth Quarter and Full Year 2015 Results and Provides Initial Fiscal Year 2016 Sales and EPS Guidance

LONG ISLAND CITY, N.Y., February 24, 2016 - Steve Madden (Nasdaq: SHOO), a leading designer and marketer of fashion footwear and accessories for women, men and children, today announced financial results for the fourth quarter and full year ended December 31, 2015, and provided initial fiscal year 2016 sales and EPS guidance.

For the Fourth Quarter 2015:

- Net sales increased 0.5% to \$344.3 million compared to \$342.6 million in the same period of 2014.
- Gross margin expanded 180 basis points to 36.1% as compared to 34.3% in the same period last year.
- Operating expenses as a percentage of sales were 25.7% compared to 25.6% of sales in the same period of 2014.
- Operating income totaled \$38.7 million, or 11.2% of net sales, compared with operating income of \$32.0 million, or 9.3% of net sales, in the same period of 2014.
- Net income was \$25.7 million, or \$0.43 per diluted share, compared to \$21.0 million, or \$0.34 per diluted share, in the prior year's fourth quarter.

Edward Rosenfeld, Chairman and Chief Executive Officer, commented, “We are pleased to have achieved 27% growth in diluted EPS in the fourth quarter despite a challenging retail environment and unfavorable weather that negatively impacted sales of seasonal products like boots and cold weather accessories. Our retail business continued its strong performance with a 6.1% comparable store sales gain, and we delivered solid gross margin improvement in both our wholesale and retail segments in spite of the headwinds from a heavily promotional retail environment. As we move forward, we are cautious about the overall environment but are pleased with the underlying fundamentals in our business, and we remain confident that the strength of our brands, combined with our proven business model, will enable us to drive meaningful earnings growth over the long term.”

Fourth Quarter 2015 Segment Results

Net sales for the wholesale business were \$265.0 million in the fourth quarter of 2015 compared to \$269.9 million in the fourth quarter of 2014. Gross margin in the wholesale business increased to 28.2% compared to 26.9% in last year’s fourth quarter due to improvement in both the wholesale footwear and wholesale accessories segments.

Retail net sales in the fourth quarter were \$79.3 million compared to \$72.8 million in the fourth quarter of the prior year. Same store sales increased 6.1% for the fourth quarter. Retail gross margin increased to 62.3% in the fourth quarter of 2015 compared to 61.6% in the fourth quarter of 2014 as a result of reduced promotional activity.

During the fourth quarter, the Company opened one full price store in Mexico and three outlet locations in the United States. The Company ended the quarter with 169 company-operated retail locations, including 121 full price stores, 40 outlets, four Internet stores and four joint venture locations in South Africa.

The effective tax rate for the fourth quarter of 2015 was 34.1% compared to 35.0% in the fourth quarter of the prior year.

Full Year Ended December 31, 2015

For the full year ended December 31, 2015, net sales increased 5.3% to \$1.4 billion from \$1.3 billion in the prior year.

Net income was \$112.9 million, or \$1.85 per diluted share, for the year ended December 31, 2015. Net income in 2015 included an after-tax net benefit of \$2.0 million related to early lease termination of the Company's 5th Avenue store location as well as an after-tax loss of \$2.0 million related to the partial impairment of the Company's Wild Pair trademark. Net income was \$111.9 million, or \$1.76 per diluted share, for the year ended December 31, 2014.

Balance Sheet and Cash Flow

During the fourth quarter of 2015, the Company repurchased 959,124 shares of the Company's common stock for approximately \$31.1 million.

As of December 31, 2015, cash, cash equivalents, and current and non-current marketable securities totaled \$193.3 million.

Company Outlook

For fiscal year 2016, the Company expects that net sales will increase 2% to 4% over net sales in 2015. Diluted EPS for fiscal year 2016 is expected to be in the range of \$1.93 to \$2.03.

Conference Call Information

Interested stockholders are invited to listen to the first quarter earnings conference call scheduled for today, Wednesday, February 24, 2016, at 8:30 a.m. Eastern Time. The call will be broadcast live over the Internet and can be accessed by logging onto <http://www.stevemadden.com>. An online archive of the broadcast will be available within one hour of the conclusion of the call and will be accessible for a period of 30 days following the call. Additionally, a replay of the call can be accessed by dialing 1-877-870-5176 (U.S.) and 1-858-384-5517 (international), passcode 4325735, and will be available until March 24, 2016.

About Steve Madden

Steve Madden designs, sources and markets fashion-forward footwear and accessories for women, men and children. In addition to marketing products under its own brands including [Steve Madden®](#), [Dolce Vita®](#), [Betsey Johnson®](#), [Report®](#), [Big Buddha®](#), [Brian Atwood®](#), [Cejon®](#), [Blondo®](#) and [Mad Love®](#), Steve Madden is the licensee of various brands, including [Superga®](#) for footwear in North America. Steve Madden also designs and sources products under private label brand names for various retailers. Steve Madden's wholesale distribution includes department stores, specialty stores, luxury retailers, national chains and mass merchants. Steve Madden also operates 169 retail stores (including Steve Madden's four Internet stores). Steve Madden licenses certain of its brands to third parties for the marketing and sale of certain products, including for ready-to-wear, outerwear, intimate apparel, eyewear, hosiery, jewelry, fragrance, luggage and bedding and bath products. For local store information and the latest Steve Madden booties, pumps, men's and women's boots, dress shoes, sandals and more, visit <http://www.stevemadden.com/>

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.

STEVEN MADDEN, LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS DATA

(In thousands, except per share amounts)

	Three Months Ended		Twelve Months Ended	
	<u>December 31, 2015</u>	<u>December 31, 2014</u>	<u>December 31, 2015</u>	<u>December 31, 2014</u>
Net sales	\$ 344,250	\$ 342,620	\$ 1,405,239	\$ 1,334,951
Cost of sales	220,053	225,125	904,747	865,951
Gross profit	124,197	117,495	500,492	469,000
Commission and licensing fee income, net	2,959	2,262	16,647	13,723
Operating expenses	88,456	87,753	342,446	315,081
Impairment charge	-	-	3,045	-
Income from operations	38,700	32,004	171,648	167,642
Interest and other income, net	547	533	818	3,751
Income before provision for income taxes	39,247	32,537	172,466	171,393
Provision for income taxes	13,382	11,388	58,811	58,764
Net income	25,865	21,149	113,655	112,629
Net income (loss) attributable to noncontrolling interest	139	156	717	749
Net income attributable to Steven Madden, Ltd.	<u>\$ 25,726</u>	<u>\$ 20,993</u>	<u>\$ 112,938</u>	<u>\$ 111,880</u>
Basic income per share	\$ 0.44	\$ 0.35	\$ 1.91	\$ 1.82
Diluted income per share	\$ 0.43	\$ 0.34	\$ 1.85	\$ 1.76
Basic weighted average common shares outstanding	58,186	60,012	58,997	61,451
Diluted weighted average common shares outstanding	60,028	62,167	61,142	63,676

STEVEN MADDEN, LTD. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEET DATA

(In thousands)

	As of <u>December 31, 2015</u> (Unaudited)	<u>December 31, 2014</u>
Cash and cash equivalents	\$ 72,414	\$ 81,450
Marketable securities (current & non current)	120,889	121,644
Accounts receivables, net	198,384	194,594
Inventories	102,080	92,677
Other current assets	54,841	42,307
Property and equipment, net	72,010	68,905
Goodwill and intangibles, net	286,855	294,416
Other assets	9,236	15,242
Total assets	<u>\$ 916,709</u>	<u>\$ 911,235</u>
Accounts payable	\$ 79,790	\$ 92,635
Contingent payment liability (current & non current)	24,775	38,633
Other current liabilities	79,940	73,501
Other long term liabilities	53,541	36,937
Total Steven Madden, Ltd. stockholders' equity	678,404	669,255
Noncontrolling interest	259	274
Total liabilities and stockholders' equity	<u>\$ 916,709</u>	<u>\$ 911,235</u>

STEVEN MADDEN, LTD. AND SUBSIDIARIES
CONDENSED CONSOLIDATED CASH FLOW DATA

(In thousands)

	Twelve Months Ended	
	December 31, 2015	December 31, 2014
Net cash provided by operating activities	\$ 134,720	\$ 151,975
<u>Investing Activities</u>		
Purchases of property and equipment	(19,459)	(18,341)
Sales (purchases) of marketable securities, net	(5,538)	(8,685)
Repayment of notes receivable	466	893
Acquisitions, net of cash acquired	(9,129)	(81,885)
Net cash used in investing activities	(33,660)	(108,018)
<u>Financing Activities</u>		
Common stock share repurchases for treasury	(135,637)	(142,228)
Payment of contingent liability	(6,270)	(8,475)
Proceeds from exercise of stock options	21,301	4,943
Tax benefit from the exercise of stock options	10,510	2,978
Net cash provided by financing activities	(110,096)	(142,782)
Net decrease in cash and cash equivalents	(9,036)	(98,825)
Cash and cash equivalents - beginning of period	81,450	180,275
Cash and cash equivalents - end of period	\$ 72,414	\$ 81,450

Contact

ICR, Inc.
Investor Relations
Jean Fontana/Megan Crudele
203-682-8200
www.icrinc.com