

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

FORM 8-K

CURRENT REPORT

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

Date of Report: May 6, 2024
(Date of earliest event reported)

STEVEN MADDEN, LTD.

(Exact name of registrant as specified in its charter)

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

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

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

Emerging growth company

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 6, 2024, Steven Madden, Ltd. (the “Company”) entered into Amendment No. 1 to Employment Agreement (the “Keith Amendment”), which amended the existing employment agreement, dated as of January 24, 2024 (the “Keith Employment Agreement”), with Lisa Keith, the Company’s Executive Vice President - General Counsel. The Keith Amendment amends the Keith Employment Agreement effective as of May 6, 2024, to cancel the grants of shares of restricted stock which were scheduled to be awarded on each of February 1, 2025 and February 1, 2026. All other terms of the Keith Employment Agreement remain unchanged.

The foregoing description of the Keith Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Keith Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Amendment No. 1 to Employment Agreement, dated May 6, 2024, by and between the Company and Lisa Keith.</u>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

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

Dated: May 6, 2024

STEVEN MADDEN, LTD.

By: /s/ Edward Rosenfeld

Name: Edward Rosenfeld

Title: Chief Executive Officer

AMENDMENT NO. 1 TO EMPLOYMENT AGREEMENT

This Amendment No. 1 (the "Amendment") to the Letter Agreement, dated as of January 24, 2024 (the "Employment Agreement"), by and between Steven Madden, Ltd., a Delaware corporation (the "Company"), and Lisa Keith (the "Employee"), is entered into effective as of May 6, 2024.

WITNESSETH:

WHEREAS, the Company and the Employee are parties to the Employment Agreement; and

WHEREAS, the Employee and the Company desire to amend the Employment Agreement in certain respects;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. The second and third paragraphs of Section 5 of the Employment Agreement are hereby deleted in their entirety. Accordingly, the February 1, 2025 and February 1, 2026 grants of restricted stock set forth in the Employment Agreement are cancelled in their entirety.
2. For the avoidance of doubt, neither this Amendment nor the cancellation of the grants of restricted stock referenced above shall constitute an occurrence described in Section 7(c)(i)-(iv) of the Employment Agreement giving rise to Good Reason (as defined in the Employment Agreement).
3. Except as modified hereby, all other terms and conditions of the Employment Agreement shall remain in full force and effect.

Signature:

STEVEN MADDEN, LTD.

By: /s/ Edward R. Rosenfeld
Edward R. Rosenfeld, CEO

Counter-signature:

/s/ Lisa Keith
Lisa Keith

Lisa Keith