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

**SCHEDULE 14A
(RULE 14A-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. __)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Steven Madden, Ltd.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

STEVEN MADDEN, LTD.

2024 Annual Meeting
Vote by May 21, 2024
11:59 PM ET

STEVE MADDEN

STEVEN MADDEN, LTD.
ATTN: USA KEITH
52-16 BARNETT AVENUE
LONG ISLAND CITY, NY 11104



V40992-P06607

STOCKHOLDERS MEETING NOTICE

You invested in STEVEN MADDEN, LTD. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 22, 2024.**

Important Notice Regarding the Availability of Proxy Materials for the Steven Madden, Ltd. Annual Stockholders Meeting to be held on Wednesday, May 22, 2024 at 10:00 a.m. Eastern Time.

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on are located on the reverse side. Your vote is important!

Meeting Information

Meeting Type: Annual Meeting

For holders as of: March 28, 2024

Date: May 22, 2024 Time: 10:00 a.m. Eastern Time

Location: Meeting live via the Internet. Please visit: www.virtualshareholdermeeting.com/SHOO2024.

This communication is not a form of voting and only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Get informed before you vote

View the Notice and Proxy Statement and 2023 Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 8, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*






May 22, 2024
10:00 AM ET

Virtually at:
www.virtualshareholdermeeting.com/SHOO2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

To vote the shares you must go online or request a paper copy of the proxy materials to receive a proxy card. This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. To elect eleven directors to the Board of Directors. Nominees: 01) Edward R. Rosenfeld 05) Maria Teresa Kumar 09) Ravi Sachdev 02) Peter A. Davis 06) Rose Peabody Lynch 10) Robert Smith 03) Al Ferrara 07) Peter Migliorini 11) Amelia Newton Varela 04) Mitchell S. Klipper 08) Arian Simone Reed	 For
2. TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024.	 For
3. TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE EXECUTIVE COMPENSATION DESCRIBED IN THE STEVEN MADDEN, LTD. PROXY STATEMENT.	 For
4. TO APPROVE AN AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF STEVEN MADDEN, LTD. TO INCORPORATE NEW DELAWARE LAW PROVISIONS REGARDING OFFICER EXCULPATION AND TO INTEGRATE PRIOR AMENDMENTS.	 For
5. TO APPROVE AMENDMENTS TO THE STEVEN MADDEN, LTD. 2019 INCENTIVE COMPENSATION PLAN.	 For
NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly be presented at the meeting or any adjournments or postponements thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".