

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: August 26, 2008
(Date of earliest event reported)

STEVEN MADDEN, LTD.

(Exact Name of Registrant as Specified in Charter)

Delaware

000-23702

13-3588231

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

52-16 Barnett Avenue, Long Island City, New York 11104

(Address of Principal Executive Offices) (Zip Code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 29, 2008, Steven Madden, Ltd. (the "Company") issued a press release (the "Press Release"), pursuant to Nasdaq Marketplace Rule 4803(a), announcing that due to the resignation of Walter Yetnikoff on August 11, 2008 as a member of the Company's Board of Directors (the "Board") and Audit Committee of the Board, the Company received a letter from The Nasdaq Stock Market ("Nasdaq") on August 26, 2008 indicating that the Company no longer complies with Nasdaq's independent director and audit committee requirements as set forth in Marketplace Rule 4350.

Nasdaq has provided the Company with a cure period to regain compliance until the earlier of the Company's next annual shareholders' meeting or August 8, 2009; provided, however, that if the Company holds its annual shareholders' meeting before February 4, 2009, it must evidence compliance by February 4, 2009. The Company is undertaking a search for a suitable candidate to serve as an independent director and independent audit committee member, and fully expects to regain compliance prior to the end of the cure period.

A copy of the Press Release is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

99.1 Press Release, dated August 29, 2008, issued by Steven Madden, Ltd.

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: August 29, 2008

STEVEN MADDEN, LTD.

By: /s/ Edward R. Rosenfeld

Edward R. Rosenfeld
Chief Executive Officer

Contact: FD
(212) 850-5600
Investors: Cara O'Brien/Leigh Parrish
Media: Diane Zappas

FOR IMMEDIATE RELEASE

**STEVEN MADDEN, LTD. ANNOUNCEMENT PURSUANT TO
NASDAQ MARKETPLACE RULE 4803(a)**

LONG ISLAND CITY, N.Y. – August 29, 2008 – Steven Madden, Ltd. (NASDAQ: SHOO), a leading designer, wholesaler and marketer of fashion footwear and accessories for women, men and children, today announced that due to the resignation of Walter Yetnikoff from the Company's board of directors and audit committee on August 11, 2008, the Company received a letter from The Nasdaq Stock Market on August 26, 2008 indicating that the Company no longer complies with Nasdaq's audit committee requirements as set forth in Marketplace Rule 4350.

Nasdaq has provided the Company a cure period to regain compliance with the audit committee requirements. The cure period is (1) until the earlier of the Company's next annual shareholders' meeting or August 8, 2009; or (2) if the next annual shareholders' meeting is held before February 4, 2009, then the Company must evidence compliance by February 4, 2009. The Company is undertaking a search for a suitable candidate to serve as an independent director and independent audit committee member and fully expects to regain compliance prior to the end of the cure period.

This announcement is being made pursuant to Nasdaq Marketplace Rule 4803(a), which requires prompt disclosure of the receipt of a non-compliance letter from Nasdaq.

Steven Madden, Ltd. designs and markets fashion-forward footwear and accessories for women, men and children. The shoes and accessories are sold through company-owned retail stores, department stores, apparel and footwear specialty stores, and online at www.stevemadden.com. The Company has several licensees for its brands, including for outerwear, cold weather accessories, eyewear, and hosiery and owns and operates 100 retail stores, including its online store. The Company is the licensee for footwear, handbags and belts for Fabulosity, for footwear for l.e.i. and for handbags and belts for Betsey Johnson, Daisy Fuentes and Tracy Reese.

Statements in this press release that are not statements of historical or current fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks, uncertainties and other unknown factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. In addition to statements which explicitly describe such risks and uncertainties readers are urged to consider statements labeled with the terms "believes", "belief", "expects", "intends", "anticipates" or "plans" to be uncertain and forward-looking. The forward looking statements contained herein are also subject generally to other risks and uncertainties that are described from time to time in the Company's reports and registration statements filed with the Securities and Exchange Commission.
