
**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: May 24, 2013
(Date of earliest event reported)

STEVEN MADDEN, LTD.

(Exact Name of Registrant as Specified in 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 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 29, 2013, Steven Madden, Ltd. (the “Company”) filed a Certificate of Amendment of the Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware. The Certificate of Amendment, which became effective immediately upon its filing, increased the total number of shares of common stock, \$0.0001 par value, that the Company is authorized to issue by 75,000,000 shares from 60,000,000 shares to 135,000,000 shares. The Board of Directors of the Company adopted a resolution approving the Certificate of Amendment in March 2013. As discussed under Item 5.07 of this Current Report on Form 8-K, the adoption of the Certificate of Amendment was subsequently approved by the stockholders of the Company at the Company’s Annual Meeting of Stockholders held on May 24, 2013. The full text of the Certificate of Amendment is attached as Exhibit 3.01 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”) on May 24, 2013. At the Annual Meeting, the stockholders of the Company voted on the following proposals:

Proposal Number 1. To elect the six nominees named in the Company’s proxy statement for the Annual Meeting (the “Proxy Statement”), filed with the Securities and Exchange Commission on April 9, 2013, to the Board of Directors of the Company to serve as directors until the next Annual Meeting of the Company’s stockholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of the stockholders as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------------|-----------------------|-------------------------|
| Edward R. Rosenfeld | 40,253,983 | 1,307,498 | 2,727,865 |
| John L. Madden | 36,555,419 | 5,006,062 | 2,727,865 |
| Peter Migliorini | 36,888,909 | 4,672,572 | 2,727,865 |
| Richard P. Randall | 41,206,114 | 355,367 | 2,727,865 |
| Ravi Sachdev | 41,289,587 | 271,894 | 2,727,865 |
| Thomas H. Schwartz | 29,826,926 | 11,734,555 | 2,727,865 |

Proposal Number 2. To approve an amendment of the Company’s Certificate of Incorporation to increase the total number of authorized shares of the Company’s common stock, \$0.0001 par value, from 60,000,000 shares to 135,000,000 shares. The proposal was approved by a vote of stockholders as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 26,822,402 | 16,145,148 | 1,321,796 | 0 |

Proposal Number 3. To ratify the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013. The proposal was approved by a vote of stockholders as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 43,720,968 | 473,619 | 94,759 | 0 |

Proposal Number 4. To approve, on a non-binding advisory basis, the compensation of certain executive officers of the Company as disclosed in the Proxy Statement. The proposal was approved by a vote of stockholders as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 39,872,265 | 1,607,996 | 81,220 | 2,727,865 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit | Description |
|----------------|--|
| 3.01 | Certificate of Amendment of Certificate of Incorporation of Steven Madden, Ltd. dated May 24, 2013 |

SIGNATURE

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 30, 2013

STEVEN MADDEN, LTD.

By: /s/ Awadhesh Sinha
Awadhesh Sinha
Chief Operating Officer

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
STEVEN MADDEN, LTD.

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Steven Madden, Ltd., a corporation organized and existing by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Steven Madden, Ltd. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 10, 1998.

2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable and in the best interests of the stockholders of the Corporation.

3. The requisite stockholders of the Corporation have duly approved the proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The amendment amends the Certificate of Incorporation of the Corporation as follows:

4. The first paragraph of Article FOURTH is hereby deleted in its entirety and replaced with the following:

"FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred forty million (140,000,000) shares, consisting of one hundred thirty-five million (135,000,000) shares of common stock, \$0.0001 par value per share, and five million (5,000,000) shares of preferred stock, \$0.0001 par value per share."

[signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its chief executive officer this 24th day of May, 2013.

STEVEN MADDEN, LTD.

By: /s/ Edward R. Rosenfeld

Name: Edward R. Rosenfeld

Title: Chief Executive Officer
