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STEVEN MADDEN, LTD.
Form 8-K
February 03, 2006

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 (Date of earliest event reported): February 1, 2006

STEVEN MADDEN, LTD.

(Exact name of registrant as specified in its charter)

Delaware	000-23702	13-3588231
----- (State or other jurisdiction of incorporation)	----- (Registration 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

(Former name or former address, if changed since last report.)

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))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On February 1, 2006, Steven Madden, Ltd. (the "Company") and Arvind Dharja (the "Executive") executed Amendment Number 3 to Employment Agreement ("Amendment

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Number 3 to Employment Agreement"), which further amended the Employment Agreement, dated as of January 1, 1998, by and between the Company and the Executive, as previously amended. Attached hereto and incorporated herein by reference as Exhibit 10.1 is Amendment Number 3 to Employment Agreement.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable
- (b) Not applicable
- (c) Exhibit 10.1 Amendment Number 3 to Employment Agreement between the Company and Arvind Dharia, dated as of February 1, 2006.

SIGNATURE

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

STEVEN MADDEN, LTD.

By: /s/ JAMIESON A. KARSON

Name: Jamieson A. Karson
Title: Chief Executive Officer

Date: February 1, 2006

EXHIBIT INDEX

DOC. NO.	DOCUMENT DESCRIPTION
Exhibit 10.1	Amendment Number 3 to Employment Agreement between the Company and Arvind Dharia, dated as of February 1, 2006