Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Steven Madden, Ltd.		2 Issuer's employer identification number (EIN) 13-3588231
3 Name of contact for additional information Arvind Dharia, CFO	4 Telephone No. of contact 718-446-1800	5 Email address of contact arvinddharia@stevemadden.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 52-16 Barnett Avenue		7 City, town, or post office, state, and Zip code of contact Long Island City, NY 11104
8 Date of action May 31, 2011	9 Classification and description common stock $.0001 par value	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
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Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On May 5, 2011, the Company's Board of Directors announced a three-for-two stock split of the Company's outstanding shares of common stock, effected in the form of a stock dividend on the Company's outstanding common stock. Stockholders of record at the close of business on May 20, 2011 received one additional share of the Company's common stock for every two shares of common stock owned on this date. The additional shares were distributed on May 31, 2011.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The effect of the stock split will be to reduce a shareholder's basis per share by 2/3's while increasing the shareholder's number of shares by 3/2's.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A shareholder's basis in Steven Madden Ltd. common stock is 2/3's the amount it was before the date of the stock split, and all the shares will have this basis, including the new shares issued prusuant to the split. As an example, if, prior to the date of the stock split, a shareholder owned 100 shares with a basis of $30, on the date of the split, the shareholder would receive an additional 50 shares. The shareholder's basis in all 150 shares would be 2/3's of the original basis, which in this case would be $20.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶

18 Can any resulting loss be recognized? ▶

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Date ▶

Print your name ▶ Title ▶

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054