

Destination Maternity Corp
 Form 4
 December 07, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Masciantonio Ronald James

(Last) (First) (Middle)

C/O DESTINATION MATERNITY CORPORATION, 232 STRAWBRIDGE DRIVE

(Street)

MOORESTOWN, NJ 08057

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

3. Date of Earliest Transaction (Month/Day/Year)

12/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 12/04/2015 | | F | | 332 ⁽¹⁾ D \$ 6.78 | 18,268 ⁽²⁾ ⁽³⁾ D | |
| Common Stock | 12/05/2015 | | F | | 823 ⁽⁴⁾ D \$ 6.78 | 17,445 ⁽²⁾ ⁽³⁾ D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 11.89 | | | | | (5) 01/29/2020 | Common Stock | 12,000 | |
| Stock Options (Right to Buy) | \$ 22.13 | | | | | (6) 03/03/2021 | Common Stock | 9,000 | |
| Stock Options (Right to Buy) | \$ 14.51 | | | | | (7) 11/18/2021 | Common Stock | 4,882 | |
| Stock Options (Right to Buy) | \$ 19.89 | | | | | (8) 11/16/2022 | Common Stock | 7,744 | |
| Stock Options (Right to Buy) | \$ 30.5 | | | | | (9) 12/04/2023 | Common Stock | 7,788 | |
| Stock Options (Right to Buy) | \$ 14.3 | | | | | (10) 12/05/2024 | Common Stock | 75,353 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | EVP & CAO | |

Masciantonio Ronald James
C/O DESTINATION MATERNITY CORPORATION
232 STRAWBRIDGE DRIVE
MOORESTOWN, NJ 08057

Signatures

Ronald J.
Masciantonio 12/07/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 332 shares were surrendered to the Issuer to pay applicable tax withholdings on the December 4, 2015 vest of 820 shares from the December 4, 2013 grant of 3,279 shares.

Includes 10,392 shares of unvested restricted stock. This includes 1,600 shares from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period; and 1,048 shares from the November 16, 2012 grant of 4,190 shares, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,047 shares vest on each of November 16, 2013 and November 16, 2015, and 1,048 shares vest on each of November 16, 2014 and November 16, 2016. Continued in next footnote.

(3) Also includes 1,640 shares from the December 4, 2013 grant of 3,279 shares, which shares vest in four (4) annual installments beginning on December 4, 2014 as follows: 819 shares vest on December 4, 2014, and 820 shares vest on each of December 4, 2015, December 4, 2016, and December 4, 2017; and 6,104 shares from the December 5, 2014 grant of 8,138 shares, which shares vest in four (4) annual installments beginning on December 5, 2015 as follows: 2,034 shares vest on each of December 5, 2015 and December 5, 2017, and 2,035 shares vest on each of December 5, 2016 and December 5, 2018.

(4) 823 shares were surrendered to the Issuer to pay applicable tax withholdings on the December 5, 2015 vest of 2,034 shares from the December 5, 2014 grant of 8,138 shares.

(5) On January 29, 2010, options to purchase 30,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on January 29, 2011. All of the remaining outstanding January 29, 2010 options are vested.

(6) On March 3, 2011, options to purchase 15,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on March 3, 2012. 6,000 of the remaining outstanding March 3, 2011 options are vested and 3,000 are unvested.

(7) On November 18, 2011, options to purchase 9,764 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on November 18, 2012. All of the remaining outstanding November 18, 2011 options are vested.

(8) On November 16, 2012, options to purchase 10,325 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 16, 2013 as follows: 2,581 options vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,582 options vest on November 16, 2016. 5,162 of the remaining outstanding November 16, 2012 options are vested and 2,582 are unvested.

(9) On December 4, 2013, options to purchase 7,788 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on December 4, 2014. 3,894 of the outstanding December 4, 2013 options are vested and 3,894 are unvested.

(10) On December 5, 2014, options to purchase 75,353 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on December 5, 2015 as follows: 18,838 options vest on each of December 5, 2015, December 5, 2016, and December 5, 2017, and 18,839 options vest on December 5, 2018. 18,838 of the outstanding December 5, 2014 options are vested and 56,515 are unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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