Destination Maternity Corp Form 4 April 03, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(City)

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

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

3. Date of Earliest Transaction

03/30/2017

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

EVP & CAO

(Street)

(State)

(First)

C/O DESTINATION MATERNITY

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

D

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

MOORESTOWN, NJ 08057

CORPORATION, 232

STRAWBRIDGE DRIVE

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8) (A)

Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Common 03/30/2017 Stock

Code V Amount (D) Price 1.181 F D (1) 4.26

or

27,215 (2)

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)

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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. Transactic Code (Instr. 8)	5. orNumber 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 Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 11.89					(3)	01/29/2020	Common Stock	12,000	
Stock Options (Right to Buy)	\$ 22.13					<u>(4)</u>	03/03/2021	Common Stock	9,000	
Stock Options (Right to Buy)	\$ 14.51					<u>(5)</u>	11/18/2021	Common Stock	4,882	
Stock Options (Right to Buy)	\$ 19.89					<u>(6)</u>	11/16/2022	Common Stock	7,744	
Stock Options (Right to Buy)	\$ 30.5					<u>(7)</u>	12/04/2023	Common Stock	7,788	
Stock Options (Right to Buy)	\$ 14.3					<u>(8)</u>	12/05/2024	Common Stock	75,353	
Stock Options (Right to Buy)	\$ 7.49					<u>(9)</u>	03/30/2026	Common Stock	56,072	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2 Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 232 STRAWBRIDGE DRIVE MOORESTOWN, NJ 08057

EVP & CAO

Signatures

Ronald J.

Masciantonio 03/31/2017

**Signature of Reporting Date

Person

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) 1,181 shares were surrendered to the Issuer to pay applicable tax withholdings on the March 30, 2017 vest of 2,920 shares from the March 30, 2016 grant of 11,683 shares.
 - Includes 13,652 shares of unvested restricted stock. This includes 820 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; 4,069 shares from the December 5, 2014 grant of
- (2) 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; and 8,763 shares from the March 30, 2016 grant of 11,683 shares, which shares vest in four (4) annual installments beginning on March 30, 2017 as follows: 2,920 shares vest on March 30, 2017, and 2,921 shares vest on each of March 30, 2018, March 30, 2019, and March 30, 2020.
- 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.
- 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. All of the remaining outstanding March 3, 2011 options are vested.
- 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.
- 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. All of the remaining outstanding November 16, 2012 options are vested.
- 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. 5,841 of the outstanding December 4, 2013 options are vested and 1,947 are unvested.
- 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. 37,676 of the outstanding December 5, 2014 options are vested and 37,677 are unvested.
- On March 30, 2016, options to purchase 56,072 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on March 30, 2017. 14,018 of the outstanding March 30, 2016 options are vested and 42,054 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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