Stern David Ross Form 4 April 20, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

SECURITIES

See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Stern David Ross

(First) (Middle) (Last)

C/O DESTINATION MATERNITY

CORPORATION, 232 STRAWBRIDGE DRIVE

(Street)

(State)

04/20/2018

2. Issuer Name and Ticker or Trading

Symbol

Destination Maternity Corp [DEST]

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

04/20/2018

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

Form filed by More than One Reporting

MOORESTOWN, NJ 08057

(City)

Common

Stock

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

(Zip)

(Month/Day/Year)

Code (D) (Instr. 8)

Code V

A

(Instr. 3, 4 and 5)

(1)

Transaction(A) or Disposed of

(A) or

Price Amount (D) 35,000 A

\$0 $149,232 \stackrel{(2)}{=}$

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

Securities

Owned

Beneficially

Following

Reported

Transaction(s)

(Instr. 3 and 4)

4. Securities Acquired 5. Amount of

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

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SEC 1474 (9-02)

OMB APPROVAL

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January 31,

2005

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Number:

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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & CFO

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

X Form filed by One Reporting Person

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Form: Direct Indirect

Other (specify

Issuer

below)

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

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. Transaction Code (Instr. 8)	5. Number of or 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)		{ } (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 5.62					(3)	08/01/2026	Common Stock	73,255	
Stock Options (Right to Buy)	\$ 2.65	04/20/2018		A	35,000	<u>(4)</u>	04/20/2028	Common Stock	35,000	

Reporting Owners

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

Stern David Ross C/O DESTINATION MATERNITY CORPORATION 232 STRAWBRIDGE DRIVE MOORESTOWN, NJ 08057

EVP & CFO

Signatures

David Stern 04/20/2018

**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) On April 20, 2018, 35,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in four (4) equal annual installments beginning on April 20, 2019.
- Includes 35,000 shares of unvested restricted stock granted to the Reporting Person on April 20, 2018, which shares vest in four (4) equal annual installments beginning on April 20, 2019, and 11,677 shares of unvested restricted stock from the August 1, 2016 grant of 15,569 shares, which shares vest in four (4) annual installments beginning on August 1, 2017 as follows: 3,892 shares vest on each of August 1, 2017, August 1, 2018, and August 1, 2019, and 3,893 shares vest on August 1, 2020.
- On August 1, 2016, options to purchase 73,255 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on August 1, 2017 as follows: 18,313 options vest on August 1, 2017 and 18,314 options vest on each of August 1, 2018, August 1, 2019, and August 1, 2020. 18,313 of the outstanding August 1, 2016 options are vested and 54,942 are unvested.

(4)

Reporting Owners 2

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On April 20, 2018, options to purchase 35,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on April 20, 2019. All of the outstanding April 20, 2018 options 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.