

Stern David Ross
Form 4
August 02, 2018

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 *
Stern David Ross

2. Issuer Name and Ticker or Trading Symbol
Destination Maternity Corp [DEST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

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

C/O DESTINATION MATERNITY CORPORATION, 232 STRAWBRIDGE DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MOORESTOWN, NJ 08057

(City) (State) (Zip)

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 (D) Price		
Common Stock	08/01/2018		F		1,221 (1) \$ 4.32	D	163,011 (2) 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)

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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 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)	
						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					⁽⁴⁾	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 08/02/2018

**Signature of Date
Reporting 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) 1,221 shares were surrendered to the Issuer to pay applicable tax withholdings on the August 1, 2018 vest of 3,892 shares from the August 1, 2016 grant of 15,569 shares.

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, 100,000 shares of unvested restricted stock granted to the Reporting Person on October 19, 2017, which shares vest in four (4) equal annual installments beginning on October 19, 2018, and 7,785 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.
- (3) 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

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options vest on each of August 1, 2018, August 1, 2019, and August 1, 2020. 36,627 of the outstanding August 1, 2016 options are vested and 36,628 are unvested.

- (4) 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.

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