

Destination Maternity Corp
 Form 4
 November 18, 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 *
 Daniel Christopher F

(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)
 11/16/2015

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)
 President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 11/16/2015 | | F | 359 (1) D | \$ 5.38 | 26,857 (2) (3) | D |
| Common Stock | 11/18/2015 | | F | 167 (4) D | \$ 5.3 | 26,690 (2) (3) | D |

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

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SEC 1474 (9-02)

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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. Pri Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 20.62 | | | | | <u>(5)</u> | 06/01/2021 | Common Stock | 24,000 |
| Stock Options (Right to Buy) | \$ 14.51 | | | | | <u>(6)</u> | 11/18/2021 | Common Stock | 2,503 |
| Stock Options (Right to Buy) | \$ 19.89 | | | | | <u>(7)</u> | 11/16/2022 | Common Stock | 8,712 |
| Stock Options (Right to Buy) | \$ 30.5 | | | | | <u>(8)</u> | 12/04/2023 | Common Stock | 9,248 |
| Stock Options (Right to Buy) | \$ 14.3 | | | | | <u>(9)</u> | 12/05/2024 | Common Stock | 102,265 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Daniel Christopher F C/O DESTINATION MATERNITY CORPORATION 232 STRAWBRIDGE DRIVE MOORESTOWN, NJ 08057 | | | President | |

Signatures

Christopher F.
Daniel

11/18/2015

**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) 359 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 16, 2015 vest of 1,178 shares from the November 16, 2012 grant of 4,713 shares.

Includes 17,144 shares of unvested restricted stock. This includes 2,000 shares of unvested restricted stock from the June 1, 2011 grant of 10,000 shares, which shares vest in equal annual installments over a five (5) year period beginning on June 1, 2012, and 1,179 shares of unvested restricted stock from the November 16, 2012 grant of 4,713 shares, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,178 shares vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 1,179 shares vest on November 16, 2016. Continued in next footnote.

- (3) Also includes 2,920 shares from the December 4, 2013 grant of 3,893 shares, which shares vest in four (4) annual installments beginning on December 4, 2014 as follows: 973 shares vest on each of December 4, 2014, December 4, 2015, and December 4, 2016, and 974 shares vest on December 4, 2017; and 11,045 shares of restricted stock issued to the Reporting Person by the Issuer on December 5, 2014, which shares vest in four (4) annual installments beginning on December 5, 2015 as follows: 2,761 shares vest on each of December 5, 2015, December 5, 2016, and December 5, 2017, and 2,762 shares vest on December 5, 2018.

- (4) 167 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 18, 2015 vest of 547 shares from the November 18, 2011 grant of 2,188 shares.

- (5) On June 1, 2011, options to purchase 40,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on June 1, 2012. 16,000 of the remaining outstanding June 1, 2011 options are vested and 8,000 are unvested.

- (6) On November 18, 2011, options to purchase 5,006 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on November 18, 2012 as follows: 1,251 options vest on each of November 18, 2012 and November 18, 2014, and 1,252 options vest on each of November 18, 2013 and November 18, 2015. All of the remaining outstanding November 18, 2011 options are vested.

- (7) On November 16, 2012, options to purchase 11,615 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: 2,903 options vest on November 16, 2013, and 2,904 options vest on each of November 16, 2014, November 16, 2015, and November 16, 2016. 5,808 of the remaining outstanding November 16, 2012 options are vested and 2,904 are unvested.

- (8) On December 4, 2013, options to purchase 9,248 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. 2,312 of the outstanding December 4, 2013 options are vested and 6,936 are unvested.

- (9) On December 5, 2014, options to purchase 102,265 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: 25,566 options vest on each of December 5, 2015, December 5, 2016, and December 5, 2017, and 25,567 options vest on December 5, 2018. All December 5, 2014 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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