

Destination Maternity Corp  
 Form 4  
 November 18, 2014

**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, 456 NORTH FIFTH STREET

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Destination Maternity Corp [DEST]

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

11/16/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 11/16/2014                           |  | F                              | 320 <sup>(1)</sup> D  | \$ 14.96  | 12,466 <sup>(2)</sup> <sup>(3)</sup>                     | D                                 |
| Common Stock                    | 11/18/2014                           |  | F                              | 326 <sup>(4)</sup> D  | \$ 14.63  | 12,140 <sup>(2)</sup> <sup>(3)</sup>                     | 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. 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   |                                      |  |                                |   | <u>(5)</u>   | 01/29/2020  | Common Stock                               | 12,000                     |
| Stock Options (Right to Buy)               | \$ 22.13   |                                      |  |                                |   | <u>(6)</u>   | 03/03/2021  | Common Stock                               | 9,000                      |
| Stock Options (Right to Buy)               | \$ 14.51   |                                      |  |                                |   | <u>(7)</u>   | 11/18/2021  | Common Stock                               | 4,882                      |
| Stock Options (Right to Buy)               | \$ 19.89   |                                      |  |                                |   | <u>(8)</u>   | 11/16/2022  | Common Stock                               | 7,744                      |
| Stock Options (Right to Buy)               | \$ 30.5  |                                      |  |                                |   | <u>(9)</u>   | 12/04/2023  | Common Stock                               | 7,788                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| Masciantonio Ronald James<br>C/O DESTINATION MATERNITY CORPORATION<br>456 NORTH FIFTH STREET<br>PHILADELPHIA, PA 19123 |               |           | EVP & CAO |       |

## Signatures

Ronald J.

Masciantonio

11/18/2014

\*\*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) 320 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 16, 2014 vest of 1,048 shares from the November 16, 2012 grant of 4,190 shares.

Includes 9,641 shares of unvested restricted stock. This includes 3,200 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; 1,067 shares from the November 18, 2011 grant of 4,267 shares, which grant vests in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,066 shares vest on November 18, 2012, and 1,067 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015; and 2,095 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 3,279 shares of restricted stock issued to the Reporting Person by the Issuer on December 4, 2013, 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) 326 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 18, 2014 vest of 1,067 shares from the November 18, 2011 grant of 4,267 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. 6,000 of the remaining outstanding January 29, 2010 options are vested and 6,000 are unvested.

- (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. 3,000 of the remaining outstanding March 3, 2011 options are vested and 6,000 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. 2,441 of the remaining outstanding November 18, 2011 options are vested and 2,441 are unvested.

- (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. 2,581 of the remaining outstanding November 16, 2012 options are vested and 5,163 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. All December 4, 2013 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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