

Destination Maternity Corp  
Form SC 13G/A  
February 11, 2011

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

**SCHEDULE 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2.**

**(Amendment No. 1)\***

**Destination Maternity Corporation**

(Name of Issuer)

**Common**

(Title of Class of Securities)

**044024365**

(CUSIP Number)

**December 31, 2010**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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CUSIP No. 044024365

1. Names of Reporting Persons  
Portolan Capital Management, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
282,825
6. Shared Voting Power
7. Sole Dispositive Power  
282,825
8. Shared Dispositive Power
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
282,825
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
4.5%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 044024365

- |   |   |                       |                                   |
|---|---|-----------------------|-----------------------------------|
| 1.  | Names of Reporting Persons<br>George McCabe   |                       |                                   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)                 |                       |                                   |
|   | (a)   | <input type="radio"/> |                                   |
|   | (b)   | <input type="radio"/> |                                   |
| 3.  | SEC Use Only  |                       |                                   |
| 4.  | Citizenship or Place of Organization<br>USA   |                       |                                   |
|   |   | 5.                    | Sole Voting Power<br>282,825      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |   | 6.                    | Shared Voting Power               |
|   |   | 7.                    | Sole Dispositive Power<br>282,825 |
|   |   | 8.                    | Shared Dispositive Power          |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>282,825             |                       |                                   |
| 10.   | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |                                   |
| 11.   | Percent of Class Represented by Amount in Row (9)<br>4.5%                           |                       |                                   |
| 12.   | Type of Reporting Person (See Instructions)<br>IN                                   |                       |                                   |

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**Item 1.**

- (a) Name of Issuer  
Destination Maternity Corporation
- (b) 456 North 5th Street  
Philadelphia, PA 19123

**Item 2.**

- (a) Name of Person Filing  
This statement is being filed with respect to the shares of common stock ( Common Stock ) of the Issuer beneficially owned (1) directly by Portolan Capital Management, LLC, an unregistered investment adviser, in its capacity as investment manager for various clients, and (2) indirectly by George McCabe, the Manager of Portolan Capital Management, LLC. Portolan Capital Management, LLC and Mr. McCabe are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence  
Portolan Capital Management, LLC and George McCabe  
  
2 International Place, FL 26, Boston, MA 02110
- (c) Citizenship  
Portolan Capital Management, LLC DE  
  
Mr. McCabe - USA
- (d) Title of Class of Securities  
Common
- (e) CUSIP Number  
044024365

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
  - (k)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Reference is hereby made to Items 5-9 and 11 of pages 1 - 2 of this Schedule, which Items are incorporated by reference herein.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Destination Maternity Corporation. No one person's interest in the Common Stock of Destination Maternity Corporation is more than five percent of the total outstanding Common Stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10.**

**Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 2011  
Date

Portolan Capital Management, LLC

By:

/s/ George McCabe  
George McCabe, Manager

/s/ George McCabe  
George McCabe

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**