

Destination Maternity Corp
Form 4
November 18, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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
__X__ Officer (give title ____ Other (specify
below) below)

President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/16/2015		F	359 <u>(1)</u> D	\$ 5.38	26,857 <u>(2)</u> <u>(3)</u> D	
Common Stock	11/18/2015		F	167 <u>(4)</u> D	\$ 5.3	26,690 <u>(2)</u> <u>(3)</u> D	

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

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(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 or Value 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)	\$ 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.

- (2) 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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