

Destination Maternity Corp
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 11)(1)**

Destination Maternity Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

25065D 10 0

(CUSIP Number)

December 31, 2008

(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)

(1)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. 25065D 10 0

1. Names of Reporting Person
IRS Identification No. of above persons (entities only)

Dan W. Matthias
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
United States of America
5. Sole Voting Power
0 (See Item 4)
6. Shared Voting Power
341,420 (See Item 4)
7. Sole Dispositive Power
0 (See Item 4)
8. Shared Dispositive Power
341,420 (See Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
341,420 (See Item 4)
10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.3% (See Item 4)
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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CUSIP No. 25065D 10 0

1. Names of Reporting Person
IRS Identification No. of above persons (entities only)
Rebecca C. Matthias
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
United States of America
5. Sole Voting Power
0 (See Item 4)
6. Shared Voting Power
341,420 (See Item 4)
7. Sole Dispositive Power
0 (See Item 4)
8. Shared Dispositive Power
341,420 (See Item 4)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
341,420 (See Item 4)
10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
5.3% (See Item 4)
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

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- Item 1** (a) Name of Issuer:
Destination Maternity Corporation
- Item 1** (b) Address of Issuer's Principal Executive Offices:
456 North Fifth Street

Philadelphia, PA 19123
- Item 2** (a) Name of Person Filing:
Dan W. Matthias
- Item 2** (b) Address of Principal Business Office:
Dan and Rebecca Matthias:

c/o Destination Maternity Corporation

456 North Fifth Street

Philadelphia, PA 19123
- Item 2** (c) Citizenship:
Dan and Rebecca Matthias:

United States of America
- Item 2** (d) Title of Class of Securities:
Common Stock
- Item 2** (e) CUSIP Number:
25065D 10 0
- 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) | <input type="radio"/> | Broker or dealer registered under section 15 of the Exchange Act |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Exchange Act |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Exchange Act |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E) |
| (f) | <input type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F) |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G) |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act |
| (j) | <input type="radio"/> | Group, in accordance with §13d-1(b)(1)(ii)(J) |
- Not applicable

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.

(a) Amount beneficially owned (1):

Dan W. Matthias holds 150,475 shares purchasable upon the exercise of stock options, 17,048 shares owned solely by Mr. Matthias, and 6,374 shares owned jointly with his wife, Rebecca C. Matthias. Rebecca C. Matthias holds 150,475 shares purchasable upon the exercise of stock options, 17,048 shares owned solely by Ms. Matthias, and 6,374 shares owned jointly with her husband, Dan W. Matthias. Collectively, as husband and wife, Dan and Rebecca Matthias beneficially own an aggregate of 341,420 shares of Common Stock.

(b) Percent of class (1) (2):

Dan and Rebecca Matthias each own 2.8% of the class. Collectively, as husband and wife, Dan and Rebecca Matthias own 5.3% of the class.

(c) Number of shares of Common Stock as to which each of Dan W. Matthias and Rebecca C. Matthias has:

(i) Sole power to vote or to direct the vote (1):

0

(ii) Shared power to vote or to direct the vote (1):

341,420

(iii) Sole power to dispose or to direct the disposition of (1):

0

(iv) Shared power to dispose or to direct the disposition of (1):

341,420

(1) Shares beneficially owned are reported as of the date of filing of this Schedule 13G/A.

(2) Calculated on the basis of 6,094,291 shares of Common Stock outstanding on February 2, 2009, according to the Form 10-Q of the Issuer filed on February 9, 2009.

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

Not applicable

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

Not applicable

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

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.**
Not applicable

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.

Dated: February 10, 2009

By: /s/ Dan W. Matthias
Name: Dan W. Matthias

By: /s/ Rebecca C. Matthias
Name: Rebecca C. Matthias