

Stern David Ross
Form 4
April 23, 2018

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 *
Stern David Ross

(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)

04/20/2018

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)

EVP & CFO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/20/2018		P		5,965	A	\$ 2.824 (1)
Common Stock	04/23/2018		P		9,035	A	\$ 2.809 (3)
							155,197 (2)
							164,232 (2)

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	
Stock Options (Right to Buy)	\$ 5.62					(4)	08/01/2026	Common Stock 73,255
Stock Options (Right to Buy)	\$ 2.65					(5)	04/20/2028	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stern David Ross C/O DESTINATION MATERNITY CORPORATION 232 STRAWBRIDGE DRIVE MOORESTOWN, NJ 08057			EVP & CFO	

Signatures

David Stern 04/23/2018

**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) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.75 to \$2.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

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- (2) Includes 35,000 shares of unvested restricted stock granted to the Reporting Person on April 20, 2018, which shares vest in four (4) equal annual installments beginning on April 20, 2019, and 11,677 shares of unvested restricted stock from the August 1, 2016 grant of 15,569 shares, which shares vest in four (4) annual installments beginning on August 1, 2017 as follows: 3,892 shares vest on each of August 1, 2017, August 1, 2018, and August 1, 2019, and 3,893 shares vest on August 1, 2020.

- (3) The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.77 to \$2.84, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

- (4) On August 1, 2016, options to purchase 73,255 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on August 1, 2017 as follows: 18,313 options vest on August 1, 2017 and 18,314 options vest on each of August 1, 2018, August 1, 2019, and August 1, 2020. 18,313 of the outstanding August 1, 2016 options are vested and 54,942 are unvested.

- (5) On April 20, 2018, options to purchase 35,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on April 20, 2019. All of the outstanding April 20, 2018 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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