

Stern David Ross  
Form 4  
April 20, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stern David Ross

2. Issuer Name and Ticker or Trading Symbol  
Destination Maternity Corp [DEST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

EVP & CFO

C/O DESTINATION MATERNITY CORPORATION, 232 STRAWBRIDGE DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(Street)

MOORESTOWN, NJ 08057

(City) (State) (Zip)

**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)
			Code	V	Amount (D) Price		
Common Stock	04/20/2018		A		35,000 (1) \$ 0	D	
					149,232 (2)		

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 5.62					(3) 08/01/2026	Common Stock	73,255	
Stock Options (Right to Buy)	\$ 2.65	04/20/2018		A	35,000	(4) 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 04/20/2018

*\*\*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) On April 20, 2018, 35,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in four (4) equal annual installments beginning on April 20, 2019.  
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) 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.
  - (4)

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.