

Destination Maternity Corp
Form 4
November 25, 2013

FORM 4

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

OMB APPROVAL

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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 *
Masciantonio Ronald James

(Last) (First) (Middle)

C/O DESTINATION MATERNITY CORPORATION, 456 NORTH FIFTH STREET

(Street)

PHILADELPHIA, PA 19123

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & CAO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 11/21/2013 | | M | | 493 A \$ 3.515 | 12,316 ⁽¹⁾ | D |
| Common Stock | 11/21/2013 | | M | | 1,230 A \$ 22.13 | 13,546 ⁽¹⁾ | D |
| Common Stock | 11/21/2013 | | M | | 912 A \$ 14.51 | 14,458 ⁽¹⁾ | D |
| Common Stock | 11/21/2013 | | M | | 657 A \$ 19.89 | 15,115 ⁽¹⁾ | D |
| Common Stock | 11/22/2013 | | S | | 3,292 D \$ 30.85 | 11,823 ⁽¹⁾ | D |

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| | | | | | | | | |
|------------------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (Right to Buy) | \$ 14.51 | 11/21/2013 | M | 912 | <u>(6)</u> | 11/18/2021 | Common Stock | 912 |
| Stock Options (Right to Buy) | \$ 19.89 | 11/21/2013 | D | 1,924 | <u>(7)</u> | 11/16/2022 | Common Stock | 1,924 |
| Stock Options (Right to Buy) | \$ 19.89 | 11/21/2013 | M | 657 | <u>(7)</u> | 11/16/2022 | Common Stock | 657 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Masciantonio Ronald James C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123 | | | EVP & CAO | |

Signatures

Ronald J.
Masciantonio 11/25/2013

 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).

- Includes 10,077 shares of unvested restricted stock, including 4,800 shares from the March 3, 2011 grant of 8,000 shares, which grants each vest in equal annual installments over a five (5) year period; 2,134 shares from the November 18, 2011 grant of 4,267 shares, which grant vests in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,066 shares vested on
- (1) November 18, 2012, 1,067 shares vested on November 18, 2013, and 1,067 shares vest on each of November 18, 2014, and November 18, 2015; and 3,143 shares from the November 16, 2012 grant of 4,190 shares, which shares vest in annual installments over a four (4) year period beginning on November 16, 2013 as follows: 1,047 shares vest on each of November 16, 2013 and November 16, 2015, and 1,048 shares vest on each of November 16, 2014 and November 16, 2016.
 - (2) On November 19, 2008, options to purchase 4,000 shares were granted to the Reporting Person by the Issuer. The options are fully vested and exercisable.
 - (3) The inherent value of the shares underlying these options being surrendered to the Issuer is being applied to pay the exercise price and applicable tax withholdings for the option exercise reported in the next line in this Table II.
On January 29, 2010, options to purchase 30,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
 - (4) exercisable in five (5) equal annual installments beginning on January 29, 2011. All 12,000 of the remaining outstanding January 29, 2010 options are unvested.
On March 3, 2011, options to purchase 15,000 shares were granted to the Reporting Person by the Issuer. The options vest and are
 - (5) exercisable in five (5) equal annual installments beginning on March 3, 2012. All 9,000 of the remaining outstanding March 3, 2011 options are unvested.

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(6) On November 18, 2011, options to purchase 9,764 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) equal annual installments beginning on November 18, 2012. All 4,882 of the remaining outstanding November 18, 2011 options are unvested.

(7) On November 16, 2012, options to purchase 10,325 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: 2,581 options vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,582 options vest on November 16, 2016. All 7,744 of the remaining outstanding November 16, 2012 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.