

Destination Maternity Corp  
 Form 4  
 November 18, 2014

**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 \*  
**TIRNAUER JUDD P**

(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)

**11/16/2014**

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 & CFO**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 11/16/2014                           |  | F                              | 352 (1) D   | \$ 14.96  | (2) (3)  | D                                 |
| Common Stock                    | 11/18/2014                           |  | F                              | 413 (4) D   | \$ 14.63  | (2) (3)  | D                                 |

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

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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 Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 11.89   |                                      |  |                                |   | <u>(5)</u>   | 01/29/2020  | Common Stock                               | 16,000                     |
| Stock Options (Right to Buy)               | \$ 22.13   |                                      |  |                                |   | <u>(6)</u>   | 03/03/2021  | Common Stock                               | 12,000                     |
| Stock Options (Right to Buy)               | \$ 14.51   |                                      |  |                                |   | <u>(7)</u>   | 11/18/2021  | Common Stock                               | 6,198                      |
| Stock Options (Right to Buy)               | \$ 19.89   |                                      |  |                                |   | <u>(8)</u>   | 11/16/2022  | Common Stock                               | 8,518                      |
| Stock Options (Right to Buy)               | \$ 30.5  |                                      |  |                                |   | <u>(9)</u>   | 12/04/2023  | Common Stock                               | 8,437                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| TIRNAUER JUDD P<br>C/O DESTINATION MATERNITY CORPORATION<br>456 NORTH FIFTH STREET<br>PHILADELPHIA, PA 19123 |               |           | EVP & CFO |       |

## Signatures

Judd P. Tirnauer

11/18/2014

\*\*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) 352 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 16, 2014 vest of 1,152 shares from the November 16, 2012 grant of 4,609 shares.

Includes 11,212 shares of unvested restricted stock. This includes 4,000 shares from the March 3, 2011 grant of 10,000 shares, which grants each vest in equal annual installments over a five (5) year period; 1,355 shares from the November 18, 2011 grant of 5,417 shares, which shares vest in annual installments over a four (4) year period beginning on November 18, 2012 as follows: 1,354 shares vest on

(2) each of November 18, 2012, November 18, 2013, and November 18, 2014, and 1,355 shares vest on November 18, 2015; and 2,305 shares from the November 16, 2012 grant of 4,609 shares, which shares vest in annual installments over a four (4) year period as follows: 1,152 shares vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 1,153 shares vest on November 16, 2016. Continued in next footnote.

- (3) Also includes 3,552 shares of restricted stock issued to the Reporting Person by the Issuer on December 4, 2013, which shares vest in four (4) equal annual installments beginning on December 4, 2014.

- (4) 413 shares were surrendered to the Issuer to pay applicable tax withholdings on the November 18, 2014 vest of 1,354 shares from the November 18, 2011 grant of 5,417 shares.

- (5) On January 29, 2010, 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 January 29, 2011. 8,000 of the remaining outstanding January 20, 2010 options are vested and 8,000 are unvested.

- (6) On March 3, 2011, options to purchase 20,000 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in five (5) equal annual installments beginning on March 3, 2012. 4,000 of the remaining outstanding March 3, 2011 options are vested and 8,000 are unvested.

- (7) On November 18, 2011, options to purchase 12,395 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: 3,098 shares vested on November 18, 2012, and 3,099 shares vest on each of November 18, 2013, November 18, 2014, and November 18, 2015. 3,099 of the remaining outstanding November 18, 2011 options are vested and 3,099 are unvested.

- (8) On November 16, 2012, options to purchase 11,357 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: 2,839 shares vest on each of November 16, 2013, November 16, 2014, and November 16, 2015, and 2,840 options vest on November 16, 2016. 2,839 of the remaining outstanding November 16, 2012 options are vested and 5,679 are unvested.

- (9) On December 4, 2013, options to purchase 8,437 shares were granted to the Reporting Person by the Issuer. The options vest and are exercisable in four (4) annual installments beginning on December 4, 2014 as follows: 2,109 shares vest on each of December 4, 2014, December 4, 2015, and December 4, 2016, and 2,110 options vest on December 4, 2017. All December 4, 2013 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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