Destination Maternity Corp Form 4 January 14, 2014

#### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31,
IN RENEFICIAL OWNERSHIP OF

Expires: 2005

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5 Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2 Jasuar Nama and Tiakar or Trading

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SCHWARTZ WILLIAM A JR		R Symbol	tion Mater		C	Issuer (Check all applicable)			
	NATION MATE TION, 456 NOR	(Month/E RNITY 01/10/2	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2014			(Check all applicable)  _X Director 10% Owner  Officer (give title below)  below)  Other (specify below)			
PHILADEL	(Street) PHIA, PA 19123	Filed(Mon	endment, Date nth/Day/Year)	e Original		6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	•	rson	
(City)	(State)	(Zip) Tabl	le I - Non-De	rivative Se	ecurities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Transaction Code (Instr. 8)	(A) or Disp (Instr. 3, 4	(A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/10/2014		M	3,468	4 \$ 12.25	29,868 (1)	D		

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

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

SEC 1474

(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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 I S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 12.25	01/10/2014		D		2,532	(2)	01/22/2014	Common Stock	2,532	
Stock Options (Right to Buy)	\$ 12.25	01/10/2014		M		3,468	(2)	01/22/2014	Common Stock	3,468	
Stock Options (Right to Buy)	\$ 6.86						<u>(4)</u>	01/21/2015	Common Stock	10,000	
Stock Options (Right to Buy)	\$ 6.48						<u>(5)</u>	01/20/2016	Common Stock	10,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
reporting o wher runner reduces	Director	10% Owner	Officer	Other	
SCHWARTZ WILLIAM A JR C/O DESTINATION MATERNITY CORPORATION 456 NORTH FIFTH STREET PHILADELPHIA, PA 19123	X				

### **Signatures**

Person

William A.
Schwartz, Jr.

\*\*Signature of Reporting 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).

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- (1) Includes 4,000 shares of unvested restricted stock issued to the Reporting Person by the Issuer on January 25, 2013, which shares vest on the earlier of: (1) one year from the date of grant; or (2) one day before the Issuer's 2014 Annual Meeting of Stockholders.
- (2) The options were fully vested and exercisable on January 22, 2004.
- (3) The inherent value of the shares underlying these options being surrendered to the Issuer is being applied to pay the exercise price for the option exercise reported in the next line in this Table II.
- (4) The options were fully vested and exercisable on January 21, 2005.
- (5) The options were fully vested and exercisable on January 20, 2006.

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.