

Stern David Ross
Form 4
October 23, 2017

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

(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)

10/19/2017

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 below) ___ Other (specify 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 Ownership (Instr. 4)
				Code V	Amount or Price		
Common Stock	08/01/2017			A	100,000 (1)	A	\$ 0 114,232 (2) 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)

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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. Price or Derivative Security (Instr. 3)
Stock Option (Right to Buy)	\$ 5.62					(3) 08/01/2026	Common Stock 73,255	

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 10/23/2017
 **Signature of Date
 Reporting Person

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 October 19, 2017, 100,000 shares of restricted stock were issued to the Reporting Person by the Issuer. These shares vest in four (4) equal annual installments beginning on October 19, 2018.
- Includes 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.

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.