

Schrive Rodney
Form 4
April 23, 2019

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 *
Schrive Rodney

(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)

04/20/2018

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)

Principal Accounting Officer

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. 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 | 04/20/2018 | | A | | 20,000 (1) \$ 0 | D | |
| Common Stock | 12/04/2018 | | F | | 2,085 (3) \$ 3.97 | D | |
| Common Stock | 04/20/2019 | | F | | 1,933 (5) \$ 2.17 | D | |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 2.65 | 04/20/2018 | | A | 20,000 | (7) 04/20/2028 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schriver Rodney C/O DESTINATION MATERNITY CORPORATION 232 STRAWBRIDGE DRIVE MOORESTOWN, NJ 08057 | | | Principal Accounting Officer | |

Signatures

/s/ Rodney Schriver
Date: 04/23/2019

**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, 20,000 shares of restricted stock were granted to the Reporting Person by the Issuer (the "2018 Restricted Stock Grant"). The restricted stock vests in four (4) equal annual installments beginning on April 20, 2019.
- (2) Includes the 2018 Restricted Stock Grant and 25,000 shares of restricted stock granted to the Reporting Person on December 4, 2017, which vests in four (4) equal annual installments beginning on December 4, 2018 (the "2017 Restricted Stock Grant").
- (3) 2,085 shares of common stock of the Issuer ("common stock") were surrendered to the Issuer to pay applicable tax withholdings in connection with the December 4, 2018 vesting of 6,250 shares of restricted stock pursuant to the 2017 Restricted Stock Grant.
- (4) Includes the 2018 Restricted Stock Grant and 18,750 shares of unvested restricted stock pursuant to the 2017 Restricted Stock Grant.
- (5)

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1,933 shares of common stock were surrendered to the Issuer to pay applicable tax withholdings in connection with the April 20, 2019 vesting of 5,000 shares of restricted stock pursuant to the 2018 Restricted Stock Grant.

- (6) Includes 15,000 shares of unvested restricted stock pursuant to the 2018 Restricted Stock Grant and 18,750 shares of unvested restricted stock pursuant to the 2017 Restricted Stock Grant.
- (7) On April 20, 2018, options to purchase 20,000 shares of common stock 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.

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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