

Destination Maternity Corp  
Form S-8  
February 28, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**DESTINATION MATERNITY CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of

Incorporation or Organization)

**456 North Fifth Street, Philadelphia, Pennsylvania 19123**

(Address, including zip code, of principal executive offices)

**13-3045573**  
(I.R.S. Employer  
Identification Number)

**AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN**

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(Full title of the plan)

**Ronald J. Masciantonio**

**Executive Vice President, Chief Administrative Officer & General Counsel**

**456 North 5th Street**

**Philadelphia, Pennsylvania 19123**

(Name and address of agent for service)

**(215) 873-2200**

(Telephone number, including area code, of agent for service)

*Copies of communications to:*

**Robert A. Friedel, Esq.**

**Pepper Hamilton LLP**

**3000 Two Logan Square**

**Eighteenth and Arch Streets**

**Philadelphia, PA 19103**

**(215) 981-4000**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to Be Registered</b>	<b>Amount to Be Registered(1)</b>	<b>Proposed</b>	<b>Proposed</b>	<b>Amount of Registration Fee(2)</b>
		<b>Maximum Offering Price Per Share(2)</b>	<b>Maximum Aggregate Offering Price(2)</b>	
Common Stock, par value \$0.01 per share	800,000 shares	\$22.51	\$18,008,000	\$2,456

- (1) Pursuant to Rule 416 of the Securities Act of 1933, there shall also be deemed covered hereby such additional securities which become issuable under the Amended and Restated 2005 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's common stock. In addition, this registration statement registers an indeterminate number of rights (the Rights) to purchase Series B Preferred Stock, par value \$.01 per share, pursuant to the terms of a certain Amended and Restated Rights Agreement, dated as of October 9, 2005, between Mothers Work, Inc. and StockTrans, Inc., as the same may be amended from time to time hereafter. No separate consideration will be received for the Rights, which initially will trade together with the Common Stock.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the amount of the registration fee.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register 800,000 additional shares of common stock, par value \$0.01 per share (the Common Stock ), of Destination Maternity Corporation (the Company ), that are of the same class as the shares covered by the currently effective Registration Statement on Form S-8 of the Company relating to the Company s Amended and Restated 2005 Equity Incentive Plan.

The contents of the Company s Form S-8 Registration Statements No. 333-137136 filed on September 6, 2006 and 333-174059 filed on May 9, 2011, as the same may be hereafter amended, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits listed as part of this registration statement are as follows:

- 5.1 Opinion of Pepper Hamilton LLP as to the validity of the securities being registered.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Pepper Hamilton LLP (included in Exhibit 5.1 hereto).
- 24.1 Powers of Attorney (included on the signature page hereto).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Destination Maternity Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Philadelphia, commonwealth of Pennsylvania, on February 28, 2013.

Destination Maternity Corporation

By: /s/ Edward M. Krell  
 Edward M. Krell  
 Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Edward M. Krell and Ronald J. Masciantonio, or either of them acting individually, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact and agent or his substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated below:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Edward M. Krell Edward M. Krell	Chief Executive Officer (Principal Executive Officer)	February 28, 2013
/s/ Judd P. Tirnauer Judd P. Tirnauer	Executive Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2013
/s/ Arnaud Ajdler Arnaud Ajdler	Director	February 28, 2013
/s/ Michael J. Blitzer Michael J. Blitzer	Director	February 28, 2013

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/s/ Barry Erdos Barry Erdos	Director	February 28, 2013
/s/ Joseph A. Goldblum Joseph A. Goldblum	Director	February 28, 2013
/s/ Melissa Payner-Gregor Melissa Payner-Gregor	Director	February 28, 2013
/s/ William A. Schwartz, Jr. William A. Schwartz, Jr.	Director	February 28, 2013
/s/ B. Allen Weinstein B. Allen Weinstein	Director	February 28, 2013

**EXHIBIT INDEX**

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