

Destination Maternity Corp  
Form S-8  
May 09, 2011

As filed with the Securities and Exchange Commission on May 9, 2011

**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

**13-3045573**  
(I.R.S. Employer

Identification Number)

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

**AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Ronald J. Masciantonio**

**Senior Vice President & 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):

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Large accelerated filer

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

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
<b>to Be Registered</b>	<b>to Be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount of</b>
	<b>Registered (1)</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee (2)</b>
		<b>Per Share (2)</b>	<b>Offering Price (2)</b>	
Common Stock, par value \$0.01 per share	600,000 shares	\$22.61	\$13,566,000	\$1,575.01

- (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.
- (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 600,000 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 Registration Statement No. 333-137136 filed on September 6, 2006, as filed on Form S-8 and as may be hereafter amended, is 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).

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**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 May 9, 2011.

Destination Maternity Corporation

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

**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:

Signature	Title	Date
/s/ Edward M. Krell Edward M. Krell	Chief Executive Officer & President (Principal Executive Officer)	May 9, 2011
/s/ Judd P. Tirnauer Judd P. Tirnauer	Senior Vice President & Chief Financial Officer (Principal Financial and Accounting Officer)	May 9, 2011
/s/ Arnaud Ajdler Arnaud Ajdler	Director	May 9, 2011
/s/ Barry Erdos Barry Erdos	Director	May 9, 2011

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/s/ Joseph A. Goldblum Joseph A. Goldblum	Director	May 9, 2011
/s/ Melissa Payner-Gregor Melissa Payner-Gregor	Director	May 9, 2011
/s/ William A. Schwartz, Jr. William A. Schwartz, Jr.	Director	May 9, 2011
/s/ B. Allen Weinstein B. Allen Weinstein	Director	May 9, 2011

**EXHIBIT INDEX**

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