

Destination Maternity Corp
Form SC 13D/A
March 30, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Destination Maternity Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)
25065D100
(CUSIP Number)
Nathan G. Miller
347 Lukes Wood Road
New Canaan, CT 06840
(917) 826-0482

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
March 30, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*

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The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 25065D100

1 NAME OF REPORTING PERSON
 Nathan G. Miller

2 CHECK THE APPROPRIATE BOX IF
 A MEMBER OF A GROUP (SEE
 INSTRUCTIONS)
 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
 INSTRUCTIONS)

5 PF
 CHECK IF DISCLOSURE OF LEGAL
 PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION
 United States

7 SOLE VOTING POWER
 1,136,727

8 SHARED VOTING POWER
 0

9 SOLE DISPOSITIVE POWER
 1,136,727

10 SHARED DISPOSITIVE POWER
 0

11 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 1,136,727

12 CHECK IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES (SEE
 INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

7.8%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

The percentage calculations herein are based upon an aggregate of 14,609,385 shares of common stock, par value \$0.01 per share, of Destination Maternity Corporation, outstanding as of December 1, 2017, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended October 28, 2017. The share amounts reported above do not reflect any DM Common Stock the Reporting Persons may be deemed to beneficially own as a result of membership in a "group" and each of the Reporting Persons expressly disclaim beneficial ownership of securities owned by the other Reporting Persons unless otherwise noted herein.

CUSIP No. 25065D100

1 NAME OF REPORTING PERSON
Peter O'Malley
CHECK THE APPROPRIATE BOX IF
2 A MEMBER OF A GROUP (SEE
INSTRUCTIONS)
(a) (b)
3 SEC USE ONLY
4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
PF
5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States
7 SOLE VOTING POWER
143,106
8 SHARED VOTING POWER
0
9 SOLE DISPOSITIVE POWER
143,106
10 SHARED DISPOSITIVE POWER
0
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
143,106
12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

1.0%*
TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

14

IN

The percentage calculations herein are based upon an aggregate of 14,609,385 shares of common stock, par value \$0.01 per share, of Destination Maternity Corporation, outstanding as of December 1, 2017, as reported in the Issuer's quarterly report on Form 10-Q for the quarter ended October 28, 2017. The share amounts reported above do not reflect any DM Common Stock the Reporting Persons may be deemed to beneficially own as a result of membership in a "group" and each of the Reporting Persons expressly disclaim beneficial ownership of securities owned by the other Reporting Persons unless otherwise noted herein.

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This amendment No. 3 to Schedule 13D (this “Amendment No. 3”) relates to the Schedule 13D filed on December 26, 2017 (as amended and supplemented through the date of this Amendment No. 3, the “Schedule 13D”) by (i) Nathan G. Miller, a citizen of the United States of America, and (ii) Peter O’Malley, a citizen of the United States of America, relating to the common stock, par value \$0.01 per share (the “DM Common Stock”), of Destination Maternity Corporation, a Delaware corporation (the “Issuer”).

Capitalized terms used but not defined in this Amendment No. 3 shall have the meanings set forth in the Schedule 13D.

Except as specifically amended by this Amendment No. 3, the Schedule 13D is unchanged.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On March 30, 2018, Mr. Miller sent a letter to the Board. The letter is attached hereto as Exhibit B and incorporated by reference in this Item 4 in its entirety.

Item 7. Material to be Filed as Exhibits

Exhibit A Joint Filing Agreement by and among the Reporting Persons, dated March 26, 2018*

Exhibit B Letter, dated March 30, 2018

*Previously filed

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 30, 2018

By: /s/ Nathan G. Miller
Nathan G. Miller

By: /s/ Peter O'Malley
Peter O'Malley

INDEX TO EXHIBITS

Exhibit Description

Exhibit A Joint Filing Agreement by and among the Reporting Persons, dated March 26, 2018*

Exhibit B Letter, dated March 30, 2018

*Previously filed

Exhibit B

March 30, 2018

Destination Maternity Corporation

232 Strawbridge Drive

Moorestown, NJ 08057

Attention: Board of Directors

Re: Universal Proxy Card

Dear Members of the Board,

As you know, I have nominated three well qualified, independent nominees (the “Stockholder Nominees”) for election to the board of directors (the “Board”) of Destination Maternity Corporation (the “Company”) and, together with Peter O’Malley, plan to solicit votes for such Nominees at the 2018 annual meeting of stockholders of the Company (the “2018 Annual Meeting”). We believe that fundamental change is needed at the Company and that the election of the Stockholder Nominees will be the first of many steps towards that change and towards increasing the value of the Company for all stockholders.

We believe the Board should act in good faith to provide stockholders a meaningful choice at the 2018 Annual Meeting by committing to use a universal proxy card that would include all of the nominees proposed, regardless of who has proposed such nominees. We would view the Company’s failure to use a universal proxy card as an abuse of the corporate machinery to gain an improper advantage in the election and further entrench the incumbent directors. Accordingly, we hereby request that the Company agree to use a universal proxy card that would allow stockholders to vote for the Company’s nominees as well as the Stockholder Nominees. We, of course, are willing to agree to the same. To this end, we also request that the Company arrange for its nominees to provide us with their consent to being named in our proxy statement, and to serve on the Board if elected. We believe that this approach would be beneficial for all stockholders who via use of a universal proxy card would be afforded the opportunity to vote for the combination of candidates of their choice.

We await your prompt response.

Very truly yours,

/s/ Nathan G. Miller

Nathan G. Miller
