

KINGDON CAPITAL MANAGEMENT, L.L.C.
 Form 4
 January 24, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
KINGDON CAPITAL MANAGEMENT, L.L.C.

(Last) (First) (Middle)

152 WEST 57TH STREET, 50TH FLOOR,

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Destination Maternity Corp [DEST]

3. Date of Earliest Transaction (Month/Day/Year)
 01/22/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$.01 per share | 01/22/2019 | | P | 9,930 A \$ 3.14 | 145,187 | I | See Footnote (1) |
| Common Stock, par value \$.01 per share | 01/23/2019 | | P | 14,424 A \$ 3.11 | 159,611 | I | See Footnote (1) |
| Common Stock, par value \$.01 per share | 01/24/2019 | | P | 15,205 A \$ 3.017 | 174,816 | I | See Footnote (1) |

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

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SEC 1474
(9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KINGDON CAPITAL MANAGEMENT, L.L.C.
152 WEST 57TH STREET, 50TH FLOOR
NEW YORK, NY 10019

See Remarks

KINGDON MARK E
C/O KINGDON CAPITAL MANAGEMENT, L.L.C.
152 WEST 57TH STREET, 50TH FLOOR
NEW YORK, NY 10019

See Remarks

Signatures

By: Kingdon Capital Management, L.L.C., By: /s/ William Walsh, Chief Financial Officer

01/24/2019

__Signature of Reporting Person

Date

By: /s/Mark Kingdon

01/24/2019

__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)

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These securities are owned directly by clients of Kingdon Capital Management, L.L.C. ("Kingdon Capital") and may be deemed to be indirectly beneficially owned by Kingdon Capital and Mark Kingdon, the managing member of Kingdon Capital.

Remarks:

Solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, Kingdon Capital and Mr. Kingdon may

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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