

Destination Maternity Corp
Form 8-K
November 24, 2009

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 11/18/2009

DESTINATION MATERNITY CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 0-21196

Delaware
(State or other jurisdiction of
incorporation)

13-3045573
(IRS Employer
Identification No.)

456 North 5th Street
Philadelphia, PA 19123
(Address of principal executive offices, including zip code)

(215) 873-2200
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition

On November 18, 2009, Destination Maternity Corporation (the "Company") issued a press release and held a broadly accessible conference call to discuss its financial results for its fourth fiscal quarter and fiscal year ended September 30, 2009. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The press release contained non-GAAP financial measures within the meaning of the Securities and Exchange Commission's Regulation G, including: (a) Adjusted EBITDA (operating income (loss) before deduction for the following non-cash charges: (i) depreciation and amortization expense; (ii) loss on impairment of tangible and intangible assets; (iii) loss (gain) on disposal of assets; and (iv) stock compensation expense), together with the percentage of net sales represented by this measure; (b) Adjusted EBITDA before restructuring and other charges, together with the percentage of net sales represented by this measure; (c) Adjusted net income (loss), before goodwill impairment expense, (d) Adjusted net income (loss), before goodwill impairment expense, restructuring and other charges, and loss on extinguishment of debt; (e) Adjusted net income (loss) per share - diluted, before goodwill impairment expense; (f) Adjusted net income (loss) per share - diluted, before goodwill impairment expense, restructuring and other charges, and loss on extinguishment of debt; and (g) net debt.

The Company believes that each of these non-GAAP financial measures provides useful information about the Company's results of operations and/or financial position to both investors and management. Each non-GAAP financial measure is provided because management believes it is an important measure of financial performance used in the retail industry to measure operating results, to determine the value of companies within the industry and to define standards for borrowing from institutional lenders. The Company uses each of these non-GAAP financial measures as a measure of the performance of the Company. The Company provides these measures to investors to assist them in performing their analysis of its historical operating results. Each of these non-GAAP financial measures reflects a measure of the Company's operating results before consideration of certain charges and consequently, none of these measures should be construed as an alternative to net income (loss) or operating income (loss) as an indicator of the Company's operating performance, or as an alternative to cash flows from operating activities as a measure of the Company's liquidity, as determined in accordance with generally accepted accounting principles. The Company may calculate each of these non-GAAP financial measures differently than other companies.

With respect to the non-GAAP financial measures discussed in the press release, the Company has provided, as an attachment to such press release, a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measures.

The disclosure in this Current Report, including in the Exhibit attached hereto, of any financial information shall not constitute an admission that such information is material.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 19, 2009, the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Destination Maternity Corporation (the "Company") determined that the following cash bonuses have been earned by each of the named executive officers of the Company under the Company's Management Incentive Program for fiscal year 2009 performance:

Edward M. Krell, Chief Executive Officer: \$1,300,000

Rebecca C. Matthias, President & Chief Creative Officer: \$1,143,462

Lisa Hendrickson, Chief Merchandising Officer: \$216,884

Judd P. Tirnauer, Senior Vice President & Chief Creative Officer: \$325,000

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The Committee also granted Ms. Matthias 10,000 shares of restricted stock under the Company's Amended and Restated 2005 Equity Incentive Plan, which shares the Committee determined had been earned under existing contractual arrangements as a result of the achievement of 2009 fiscal year performance goals.

Given the Committee's determination of Ms. Hendrickson's value to the Company, the Committee also established an opportunity for her to earn an additional cash bonus of \$216,884. Ms. Hendrickson will be entitled to receive this special bonus on December 15, 2010 if she remains continuously employed by the Company through December 15, 2010. This special bonus would also be paid to Ms. Hendrickson if her employment is terminated by the Company without cause prior to December 15, 2010.

Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished with this Form 8-K:

Ex. No. 99.1 Press Release of the Company issued November 18, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DESTINATION MATERNITY CORPORATION

Date: November 24, 2009

By: /s/ Judd P. Tirnauer

Judd P. Tirnauer
Senior Vice President & Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
| EX-99.1 | Press Release of the Company issued November 18, 2009 |