

Destination Maternity Corp
Form 8-K
April 25, 2013

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): April 22, 2013

DESTINATION MATERNITY CORPORATION

(Exact name of Registrant as specified in Charter)

Delaware
(State or Other Jurisdiction of

Incorporation or Organization)

0-21196
Commission

File number

13-3045573
(I.R.S. Employer

Identification Number)

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456 North 5th Street

Philadelphia, PA 19123

(Address of Principal Executive Offices)

(215) 873-2200

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K 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
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 2.02. Results of Operations and Financial Condition

On April 25, 2013, Destination Maternity Corporation (the **Company**) issued a press release and held a broadly accessible conference call to discuss its financial results for its second fiscal quarter ended March 31, 2013. 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 before deduction for the following non-cash charges: (i) depreciation and amortization expense; (ii) loss on impairment of tangible and intangible assets; (iii) (gain) loss on disposal of assets; and (iv) stock-based compensation expense), together with the percentage of net sales represented by this measure; (b) Adjusted net income, before stock-based compensation expense and loss on extinguishment of debt; (c) Adjusted net income per share - diluted, before stock-based compensation expense; (d) Adjusted net income per share - diluted, before stock-based compensation expense and loss on extinguishment of debt; and (e) net cash.

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, except net cash (debt), 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 Exhibits attached hereto, of any financial information shall not constitute an admission that such information is material.

Item 8.01. Other Events

On April 22, 2013, the Board of Directors of the Company declared a regular quarterly cash dividend of \$0.1875 per share payable June 28, 2013 to stockholders of record at the close of business on June 7, 2013. This dividend represents an increase of 7.1% compared to the Company's previous quarterly dividend amount. The dividend was announced in the Company's earnings press release issued on April 25, 2013, and a separate press release issued on that same day.

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In the Company's earnings press release dated April 25, 2013 the Company also announced that, in April 2013, the Company completed the redemption of the remaining outstanding amount (approximately \$1.83 million) of the industrial revenue bonds issued for the benefit of the Company (which bonds are titled as follows: Philadelphia Authority For Industrial Development Variable/Fixed Rate Federally Taxable Economic Development Bond (Mothers Work, Inc.) Series 1995).

A copy of the earnings press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the dividend press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

Exhibit No.	Description
99.1	Press Release of the Company dated April 25, 2013.
99.2	Press Release of the Company dated April 25, 2013.

SIGNATURE

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 duly authorized.

Date: April 25, 2013

DESTINATION MATERNITY CORPORATION

By: /s/ Judd P. Tirnauer
Judd P. Tirnauer
Executive Vice President & Chief Financial Officer

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EXHIBIT INDEX

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99.2	Press Release of the Company dated April 25, 2013.