

Destination Maternity Corp
Form DEFA14A
April 25, 2018

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

DESTINATION MATERNITY CORPORATION

(Name of Registrant as Specified In Its Charter)

NOT APPLICABLE

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Edgar Filing: Destination Maternity Corp - Form DEFA14A

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

April 25, 2018

Via e-mail and U.S. Mail

Nathan G. Miller

c/o NGM Asset Management, LLC

27 Pine Street, Suite 700

New Canaan, CT 06840

Re: April 24, 2018 Letter to Board of Directors

Dear Mr. Miller:

Reference is made to your letter addressed to the Board of Directors of Destination Maternity Corporation (the Company), dated April 24, 2018, which, as has become your pattern, purports to express unfounded concerns and misleading characterizations of the Company s actions relative to its 2018 Annual Meeting of Stockholders. Your professed hope for a fair and transparent election contest could best be achieved if you ceased such pejorative and pointless public posturing and, instead, focused on substance and the best interests of our stockholders.

To set the record straight, again, the Company has timely complied with all of its obligations to you respecting your April 9, 2018 letter demanding, pursuant to Section 220 of the Delaware General Corporation Law, to inspect and review the Company s stock ledger, the Company s list of stockholders and certain other books and records of the Company.

To address the specific points in your April 24, 2018 letter, on April 20, 2018, the Company s proxy solicitor provided to your proxy solicitor the registered holder list for the Company, which included the holders of restricted stock granted under the Company s equity incentive plan. Notwithstanding that, the Company s proxy solicitor provided to your proxy solicitor today an updated registered holder list that clearly marked the holders of restricted stock. Moreover, the Company s proxy solicitor has requested a Non-Objecting Beneficial Owners list from Broadridge and will promptly provide that list to your proxy solicitor once it is available.

Very truly yours,

/s/ Barry Erdos
Barry Erdos
Chairman of the Board of Directors

Important Additional Information

*Destination Maternity, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Destination Maternity stockholders in connection with the matters to be considered at Destination Maternity's 2018 Annual Meeting to be held on May 23, 2018. On April 23, 2018, Destination Maternity filed a definitive proxy statement (the "Proxy Statement") and form of White proxy card with the SEC in connection with any such solicitation of proxies from Destination Maternity stockholders. **INVESTORS AND STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WITH RESPECT TO THE 2018 ANNUAL MEETING, AND OTHER DOCUMENTS FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY AS THEY CONTAIN IMPORTANT INFORMATION.** Detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Proxy Statement and other materials to be filed with the SEC in connection with Destination Maternity's 2018 Annual Meeting. Stockholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents filed by Destination Maternity with the SEC for no charge at the SEC's website at www.sec.gov. Copies will also be available at no charge at the Investor Relations section of our corporate website at <http://investor.destinationmaternity.com>.*