

DESTINATION XL GROUP, INC.

Reported by **MESDAG WILLEM**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/02/17 for the Period Ending 02/28/17

Address 555 TURNPIKE STREET

CANTON, MA 02021

Telephone 7818215900

CIK 0000813298

Symbol DXLG

SIC Code 5651 - Family Clothing Stores

Industry Apparel & Accessories Retailers

Sector Consumer Cyclicals

Fiscal Year 01/30





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Derivative Security					(D) (In:		tr. 3, 4 and 5)		Date Expiration				Amount or Number of		Security: Direct (D) or Indirect (I) (Instr.	
1. Title of Derivate Security Conversion (Instr. 3) Conversion or Exercise Price of		3A. Dee	A. Deemed 4. T		rans. Code 5. N Deri Secu (A)		Number of erivative ecurities Acquired a) or Disposed of		6. Date Exercisable and Expiration Date			nd Amount of s Underlying ve Security	8. Price of	9. Number of	Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
0.01 par value												78	47469 <u>(1)</u>		I	See Footnote
			2. Trans.	1	Execu	ution		ode	or Dis (Instr.	posed of (3, 4 and 5	D) or					7. Nature of Indirect Beneficial Ownership (Instr. 4)
City) (Sta			I - Non	-Deri	ivati	ive Secu	rities Ac	equir	ed, Di	sposed	of, or B			One Reporting	Person	
`	,			4. I	f An	nendmen	nt, Date (Origir	nal Fil	ed (MM/	DD/YYYY	Form filed by	One Report	ing Person		icable Line)
OULEV	ARD, SU															
IOUNTA	IN CAP	ITAL	ı				2/2	28/20	17							
) (First	(M	iddle)		_			est Trans	actio	n (MM	DD/YYY	Y)	Officer (gi	ve title below	v)O	ther (specify	below)
VILLEM							ION X	L G	ROU	J P, IN	[C. [X Director		_X_	10% Owne	r
1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First OUNTA IENT, IN OULEVA (Street (Street) (S	VILLEM (First) (Minimum) (OUNTAIN CAP) (IENT, INC, 1010) (OULEVARD, SU (Street) LES, CA 90067 (City) (State) (Zing	VILLEM (First) (Middle) IOUNTAIN CAPITAL IENT, INC, 10100 SAP OULEVARD, SUITE (Street) LES, CA 90067 City) (State) (Zip) Table Table Table II - Derivative 2. Conversion or Exercise Price of Date, if	VILLEM (First) (Middle) IOUNTAIN CAPITAL IENT, INC, 10100 SANTA OULEVARD, SUITE 925 (Street) LES, CA 90067 City) (State) (Zip) Table I - Non 2. Trans. 3. Trans. 3. Deemed Execution Date, if any Price of Price of	VILLEM DISTRIBUTION (First) (Middle) 3. I IOUNTAIN CAPITAL MENT, INC, 10100 SANTA COULEVARD, SUITE 925 (Street) 4. I LES, CA 90067 City) (State) (Zip) Table I - Non-Der 2. Trans. Date 2. Trans. Date A. Trans. Date Conversion or Exercise Price of Date Date Date Date (Instr. 8)	VILLEM	VILLEM DESTINAT DXLG] 3. Date of Earlie IOUNTAIN CAPITAL MENT, INC, 10100 SANTA OULEVARD, SUITE 925 (Street) 4. If Amendment LES, CA 90067 City) (State) (Zip) Table I - Non-Derivative Securities 2. Trans. Date Execution Date, if any Date Table II - Derivative Securities Beneficially (Instr. 8) 2. Conversion or Exercise Price of Date Date, if any Date Securities Securities Securities Securities Securities (A) or Discovery Date (Instr. 8) DESTINAT DXLG] 3. Date of Earlie (Instr. 8) DATE DESTINAT DXLG] 3. Date of Earlie (Instr. 8) DESTINAT DXLG] 3. Date of Earlie (Instr. 8) DESTINAT DXLG] 3. Date of Earlie (Instr. 8)	VILLEM DESTINATION X DXLG] 3. Date of Earliest Trans IOUNTAIN CAPITAL MENT, INC, 10100 SANTA IOULEVARD, SUITE 925 (Street) 4. If Amendment, Date of Execution Date, if any Table II - Derivative Securities Beneficially Owned (Instr. 8) Table II - Derivative Securities Beneficially Owned (Instr. 8) Table II - Derivative Securities Beneficially Owned (Instr. 8) A. 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Date Execution Date, if any Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise Price of Page 1) Table II - Derivative Securities Acquired (Instr. 8) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise Price of Page 1) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise Price of Page 1) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, vor Exercise)	DESTINATION XL GROUP, INC. [DXLG] 3. Date of Earliest Transaction (MM/DD/YYYY) DOUNTAIN CAPITAL MENT, INC, 10100 SANTA COULEVARD, SUITE 925 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) LES, CA 90067 City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or B 2. Trans. Date Execution Date, if any Date of Earliest Transaction (MM/DD/YYYY) A. If Amendment, Date Original Filed (MM/DD/YYYY) A. If Amendment, Date O	Check all appropriate All appropriate Check all appropriate All	DESTINATION XL GROUP, INC. Check all applicable X _ Director Officer (give title below DXLG	DESTINATION XL GROUP, INC. [DXLG] Check all applicable	DESTINATION XL GROUP, INC. [DXLG] 3. Date of Earliest Transaction (MM/DD/YYYY) GOMEON CAPITAL MENT, INC, 10100 SANTA GOULEVARD, SUITE 925 (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Group Filing (Check Appl Form filed by One Reporting Person X Form filed by More than One Reporting Person X Form filed by More than One Reporting Person X Form filed by More than One Reporting Person Date, if any Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if any Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 2. Conversion Date (Instr. 8) Date (Instr. 3 and 4) DESTINATION XL GROUP, INC. [

Explanation of Responses:

- (7,522,354 of these shares are held directly by Red Mountain Partners, L.P. ("RMP") and the remaining 325,115 shares are held directly by Red Mountain

 1) Capital Partners LLC ("RMCP LLC"). This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP LLC ("RMCP GP"), (iii) RMCP LLC, (iv) Red Mountain

 Capital Management, Inc. ("RMCM"), and (v) Willem Mesdag. RMCP GP is the general partner of RMP. RMCP LLC is the managing member of RMCP

 GP. RMCM is the managing member of RMCP LLC. Mr. Mesdag is the president, sole executive officer, sole director and sole shareholder of RMCM. Each

 of Mr. Mesdag, RMCM, RMCP LLC, and RMCP GP, by virtue of their direct or indirect control of RMP, may be deemed to beneficially own some or all of

 the securities reported as being held by RMP. Each of Mr. Mesdag and RMCM, by virtue of their direct or indirect control of RMCP LLC, may be deemed to

 beneficially own some or all of the securities reported as being held by RMCP LLC. Each of the reporting persons hereunder disclaims beneficial ownership

 of the reported securities except to the extent of its or his pecuniary interest therein. This Form 4 shall not be deemed to be an admission that any reporting

 person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or

 for any other purpose.
- Deferred stock issued pursuant to the Director's elected form of compensation for quarterly annual retainer.
- (Each share of deferred stock is the economic equivalent of one share of common stock. The shares of deferred stock become payable in common stock at the 3) separation from service deferral period as elected by the Reporting Person under the terms of the Second Amended and Restated Non-Employee Director
- Compensation Plan.

 There is no set expiration date. Deferred Stock termination events are set forth in the Amended and Restated Non-Employee Director Compensation Plan.

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting Owner Name / Address	Director	10% Owner	Officer	Other	

MESDAG WILLEM C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC 10100 SANTA MONICA BOULEVARD, SUITE 925 LOS ANGELES, CA 90067	X	X	
RMCP GP LLC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X	
RED MOUNTAIN CAPITAL MANAGEMENT INC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X	
RED MOUNTAIN CAPITAL PARTNERS LLC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X	
RED MOUNTAIN PARTNERS, L.P. 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X	

Signatures

Willem Mesdag (on behalf of himself and the Other Reporting Persons)

3/2/2017

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who 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.