

DESTINATION XL GROUP, INC.

Reported by
KYEES JOHN E

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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|-------------|---|
| 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 Cyclical |
| Fiscal Year | 01/30 |

FORM 4

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

OMB APPROVAL
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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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * KYEES JOHN E (Last) (First) (Middle) C/O VERA BRADLEY, INC., 2208 PRODUCTION ROAD (Street) FORT WAYNE, IN 46808 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol DESTINATION XL GROUP, INC. [DXLG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/28/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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, \$0.01 par value | 2/28/2017 | | M | | 132 | A | \$0 | 4295 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock | \$0 (1) | 2/28/2017 | | M | | 132 | 2/28/2017 | 2/28/2017 | Common Stock | 132 | \$0 | 0 | D | |
| Deferred Stock (2) | \$3.00 | 2/28/2017 | | A | | 750 | (3) | (4) | Common Stock | 750 | \$3.00 | 750 | D | |

Explanation of Responses:

- (Each share of deferred stock converted into one share of common stock on February 28, 2017, when the deferred stock vested. Upon vesting, the
- 1) corresponding shares of common stock were distributed under the terms of the Second Amended and Restated Non-Employee Director Compensation Plan (as amended).
- (
- 2) Deferred stock issued pursuant to the Director's elected form of compensation for participation in meetings of the Board of Directors and/or its committees.
- (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 (as amended).
- (There is no set expiration date. Deferred Stock termination events are set forth in the Second Amended and Restated Non-Employee Director Compensation
- 4) Plan (as amended).

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KYEES JOHN E C/O VERA BRADLEY, INC. 2208 PRODUCTION ROAD FORT WAYNE, IN 46808 | X | | | |

Signatures

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.

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