

DESTINATION XL GROUP, INC.

Reported by
LAHER SAHAL S

FORM 4/A

(Amended Statement of Changes in Beneficial Ownership)

Filed 06/06/17 for the Period Ending 01/30/17

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

FORM 4

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

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

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 * Laher Sahal S (Last) (First) (Middle) 16 HANCOCK ROAD (Street) WINDHAM, NH 03087 (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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) SVPChief Digital & InfoOfficer |
| | 3. Date of Earliest Transaction (MM/DD/YYYY) 1/30/2017 | |
| | 4. If Amendment, Date Original Filed (MM/DD/YYYY) 1/31/2017 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

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 | | | |

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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Restricted Stock Units | <u>(1)</u> | 1/30/2017 | | A | V | 24136 | | <u>(2)</u> | <u>(2)</u> | Common Stock | \$0 | 24136 | D | |

Explanation of Responses:

- (1) Each restricted stock unit ("RSUs") as defined in the Company's 2016 Incentive Compensation Plan represents a contingent right to receive one share of DXLG common stock.
- (2) The RSUs vest in two equal installments on April 1, 2018 and April 1, 2019.
- (3) The original Form 4 filed on January 31, 2017 omitted the grant to the Reporting Person of the time-based RSUs under the 2016-2017 Long-Term Incentive Plan. This amendment to the Form 4 is being filed to correct the omission.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Laher Sahal S 16 HANCOCK ROAD WINDHAM, NH 03087 | | | SVPChief Digital & InfoOfficer | |

Signatures

Sahal S. Laher

6/6/2017

**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.

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