

DESTINATION XL GROUP, INC.

Reported by
MESDAG WILLEM

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/05/18 for the Period Ending 04/03/18

Address	555 TURNPIKE STREET CANTON, MA, 02021
Telephone	7818215900
CIK	0000813298
Symbol	DXLG
SIC Code	5651 - Retail-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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
MESDAG WILLEM			DESTINATION XL GROUP, INC. [DXLG]			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O RED MOUNTAIN CAPITAL MANAGEMENT, INC, 10100 SANTA MONICA BOULEVARD, SUITE 925			4/3/2018					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
LOS ANGELES, CA 90067						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

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	4/3/2018		P		10000	A	\$1.687 (1)	7857469 (2)	I	See Footnote
Common Stock, \$0.01 par value	4/4/2018		P		28300	A	\$1.734 (3)	7885769 (4)	I	See Footnote
Common Stock, \$0.01 par value	4/5/2018		P		30600	A	\$1.741 (5)	7916369 (6)	I	See Footnote

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				

Explanation of Responses:

- These shares of common stock were purchased by Red Mountain Capital Partners LLC ("RMCP LLC") on the open market. The price reported in Column 4 is a weighted average price per share, at prices ranging from \$1.65 to \$1.70, inclusive. Each of Willem Mesdag, Red Mountain Partners, L.P. ("RMP"), RMCP GP LLC ("RMCP GP"), RMCP LLC, and Red Mountain Capital Management, Inc. ("RMCM") undertakes to provide to Destination XL Group, Inc. (the "Company"), any securityholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the price at which these shares were purchased.
- 7,522,354 of these shares are held directly by RMP and the remaining 335,115 shares are held directly by RMCP LLC.
- These shares of common stock were purchased by RMCP LLC on the open market. The price reported in Column 4 is a weighted average price per share, at prices ranging from \$1.675 to \$1.80, inclusive. Each of Willem Mesdag, RMP, RMCP GP, RMCP LLC, and RMCM undertakes to provide to the Company, any securityholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the price at which these shares were purchased.
- 7,522,354 of these shares are held directly by RMP and the remaining 363,415 shares are held directly by RMCP LLC.
- These shares of common stock were purchased by RMCP LLC on the open market. The price reported in Column 4 is a weighted average price per share, at prices ranging from \$1.725 to \$1.75, inclusive. Each of Willem Mesdag, RMP, RMCP GP, RMCP LLC, and RMCM undertakes to provide to the Company, any securityholder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the price at which these shares were purchased.
- 7,522,354 of these shares are held directly by RMP and the remaining 394,015 shares are held directly by RMCP LLC.

Remarks:

This Form 4 is jointly filed by (i) RMP, (ii) RMCP GP, (iii) RMCP LLC, (iv) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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		
RED MOUNTAIN PARTNERS, L.P. 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X		
RMCP GP LLC 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 CAPITAL MANAGEMENT INC 10100 SANTA MONICA BOULEVARD SUITE 925 LOS ANGELES, CA 90067		X		

Signatures

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

4/5/2018

**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.