

DESTINATION XL GROUP, INC.

Reported by
MOLLOY ROBERT S

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/04/18 for the Period Ending 04/01/18

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|-------------|--|
| 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) | |
| Molloy Robert S | | DESTINATION XL GROUP, INC. [DXLG] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, General Counsel, Secretary | |
| (Last) (First) (Middle) C/O DESTINATION XL GROUP, INC., 555 TURNPIKE STREET | | 3. Date of Earliest Transaction (MM/DD/YYYY) 4/1/2018 | | | |
| (Street) CANTON, MA 02021 | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| (City) (State) (Zip) | | | | <input checked="" 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 | | | |
| Common Stock, \$0.01 par value | 4/1/2018 | | M | | 11361 | A | (1) | 150111 | D | |
| Common Stock, \$0.01 par value | 4/1/2018 | | F | | 3244 | D | (2) | 146867 | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 4/1/2018 | | M | | 11361 | (3) | (3) | (3) | Common Stock | 11361 | \$0 | 11361 | D | |
| Restricted Stock Units | (1) | 4/2/2018 | | A | | 18224 | (4) | (4) | (4) | Common Stock | 18224 | \$0 | 18224 | D | |

Explanation of Responses:

- (1) Restricted stock units ("RSU") convert into common stock on a one-for-one basis.
- (2) Represents shares withheld from shares otherwise issuable upon vesting of RSUs for payment of taxes.
- (3) On April 14, 2016, the Reporting Person was granted, under the 2016-2017 Long-Term Incentive Plan, 22,722 RSUs, vesting in two equal installments on April 1, 2018 and April 1, 2019.
- (4) Represents RSUs for performance-based compensation granted to the Reporting Person based on the Company's performance over the applicable performance period under the 2016-2017 Long-Term Incentive Plan. The RSUs vest on August 31, 2018.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| Molloy Robert S C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET CANTON, MA 02021 | | | SVP, General Counsel, Secretary | |

Signatures

Robert S. Molloy

4/4/2018

**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.

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