

DESTINATION XL GROUP, INC.

Reported by
SCHMITZ PETER E.

FORM 4

(Statement of Changes in Beneficial Ownership)

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

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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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)	
Schmitz Peter E.		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, Chief RE Officer	
(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		9666	A	(1)	91828	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 Unit	(1)	4/1/2018		M		9666	(2)	(2)	(2)	Common Stock	9666	\$0	9665	D	
Restricted Stock Unit	(1)	4/2/2018		A		15504	(3)	(3)	(3)	Common Stock	15504	\$0	15504	D	

Explanation of Responses:

- Restricted stock units ("RSU") convert into common stock on a one-for-one basis.
- On April 14, 2016, the Reporting Person was granted, under the 2016-2017 Long-Term Incentive Plan, 19,331 RSUs, vesting in two equal installments on April 1, 2018 and April 1, 2019.
- 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
Schmitz Peter E. C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET CANTON, MA 02021			SVP, Chief RE Officer	

Signatures

Peter E. Schmitz

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.

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.