

# DESTINATION XL GROUP, INC.

Reported by  
**SPRAGUE WALTER E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

|             |  |
|-------------|--|
| Address     | 555 TURNPIKE STREET<br>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<br>(Check all applicable)   |  |
| <b>Sprague Walter E</b>   |  | <b>DESTINATION XL GROUP, INC. [DXLG]</b>                        |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>SVP, Human Resources</b> |  |
| (Last) (First) (Middle)<br><b>C/O DESTINATION XL GROUP, INC., 555 TURNPIKE STREET</b> |  | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>4/1/2018</b> |  |  |  |
| (Street)<br><b>CANTON, MA 02021</b>   |  | 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<br><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                         |   | 8818  | A          | (1)   | 101478  | 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                         |   | 8818   | (2) | (2)                                     | (2)             | Common Stock  | 8818                       | \$0  | 8817   | D  |  |
| Restricted Stock Unit                    | (1)  | 4/2/2018       |                                   | A                         |   | 14144  | (3) | (3)                                     | (3)             | Common Stock  | 14144                      | \$0  | 14144  | 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, 17,635 RSUs, vesting in two 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 |
| <b>Sprague Walter E</b><br><b>C/O DESTINATION XL GROUP, INC.</b><br><b>555 TURNPIKE STREET</b><br><b>CANTON, MA 02021</b> |               |           | <b>SVP, Human Resources</b> |       |

### Signatures

Walter E. Sprague

4/4/2018

\*\*Signature of Reporting Person

Date

\* 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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