

# DESTINATION XL GROUP, INC.

## FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 05/04/18

|             |                                          |
|-------------|------------------------------------------|
| 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                                    |

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**DESTINATION XL GROUP, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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The following information may be provided to stockholders of Destination XL Group, Inc.:

On May 4, 2018, one of our stockholders, Tonga Partners, L.P., an affiliate of Cannell Capital LLC, submitted a notice of its intention to nominate four of its own candidates to stand for election to our Board of Directors at the next annual meeting of our stockholders. We value the views of all of our stockholders and have had initial dialogue with Cannell Capital. Board composition is something regularly evaluated by the Nominating and Corporate Governance Committee and the full Board and the proposed nominees submitted by Tonga Partners will be considered in connection with such evaluation and our ordinary course annual meeting preparations and process.

**Additional Information and Certain Information Regarding Participants**

The Company, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Company stockholders in connection with the matters to be considered at the Company's 2018 Annual Meeting. The Company intends to file a proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies from Company stockholders. **COMPANY STOCKHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION**. Information regarding the ownership of the Company's directors and executive officers in Company stock, restricted stock and options is included in their SEC filings on Forms 3, 4, and 5, which can be found through the Company's website ( <http://investor.destinationxl.com> ), or through the SEC's website at [www.sec.gov](http://www.sec.gov). Information can also be found in the Company's other SEC filings, including the Company's Annual Report on Form 10-K for the year ended February 3, 2018. More detailed and updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with the Company's 2018 Annual Meeting. Stockholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge at the Company's website at <http://investor.destinationxl.com>, by writing to Destination XL Group, Inc. at 555 Turnpike Street, Canton, MA 02021.