

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>KANTER HARVEY S</u> (Last) (First) (Middle) 8000 BENT BRANCH DRIVE (Street) IRVING TX 75063 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DESTINATION XL GROUP, INC. [DXLG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Advisor to the Acting CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$2.5	02/19/2019		A		240,000 ⁽¹⁾		04/01/2020 ⁽²⁾	02/19/2029	Common Stock	240,000	\$0	240,000	D	
Performance Shares	\$2.5	02/19/2019		A		720,000 ⁽³⁾		(4)	(4)	Common Stock	720,000	\$0	720,000	D	

Explanation of Responses:

- Each restricted stock unit ("RSUs"), as defined in the Company's 2016 Incentive Compensation Plan, represents a contingent right to receive one share of DXLG common stock.
- Represents a grant of RSUs which vests in four equal installments on April 1, 2020, April 1, 2021, April 1, 2022 and April 1, 2023.
- Each Performance Share ("P Share"), as defined in the Company's 2016 Incentive Compensation Plan, represents a contingent right to receive one share of DXLG common stock.
- The P Shares shall vest, if at all, in tranches when the trailing 90-day volume-weighted average closing price of a share of the Issuer's common stock reaches specified targets during the four-year performance period ending on March 31, 2023.

Remarks:

Robert S. Molloy, Attorney-in-Fact for Harvey S. Kanter 02/21/2019

** 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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