| SEC Form 4 | |
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FORM 4

| UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
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Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| | | | or decident do(in) of the investment dompany rist of 1040 | | | | |
|---|--|---------|---|------------------------|---|---|--|
| 1. Name and Address of Reporting Person [*] Chane Francis C | | | 2. Issuer Name and Ticker or Trading Symbol <u>DESTINATION XL GROUP, INC.</u> [DXLG] | | tionship of Reporting Perso all applicable) Director | son(s) to Issuer 10% Owner | |
| (Last) (First) (Middle) C/O DESTINATION XL GROUP, INC. 555 TURNPIKE STREET (Street) CANTON MA 02021 (City) (State) (Zip) | | · · · · | 3. Date of Earliest Transaction (Month/Day/Year) 10/24/2018 | X | Officer (give title below) SVPSupply Chain,Cus | Other (specify below) tomerFulfil | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Filing (Form filed by One Report Form filed by More than (Person | ting Person | |

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

| l | | | | | | | | | | | | | |
|---|---------------------------------|--|---|-----------------------------|---|---|---------------|-------|---|---|---|--|--|
| | 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | | |

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. Transa Code (8) | | of | | 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 | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 10/24/2018 | | A | | 34,160 | | (2) | (2) | Common Stock | 34,160 | \$0 | 34,160 | D | |

Explanation of Responses:

1. 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.

2. The RSUs represent the time-based portion of the 2018-2020 Long-Term Incentive Plan award to the Reporting Person. The RSUs vest in four equal installments on October 24, 2019, April 1, 2020, April 1, 2021 and April 1, 2022.

Remarks:

Robert S. Molloy, Attorney-in 10/30/2018 Fact for Francis C. Chane 10/30/2018

** 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 Number.